



Board of Directors Meeting Minutes October 3, 2019 • 6 – 8pm Jefferson Community Center

Disclaimer: This is not a verbatim transcript of the meeting and is based on the author's understanding of the meeting.

Present at meeting:

Board Members: James Kloor (President/Treasurer), Colin Fiske (Vice President), Cheri Strong, Ed Smith, Ivy North

Absent Board Members: Leah Stamper (Secretary)

Co-op Employees: Melanie Bettenhausen, Barney Doyle, Kirsten Lindquist, Kiya Villarreal, Kristen Hayen

Member-owners: David Dahler, Kathleen Pelley, Roger, Brenda Harper, Faye Honorof, Lori Brannigan

Guests: Brent Bromgreen, Jay Bugai

1. Welcome

The meeting was called to order at 6:00pm by James.

2. Agenda Review and Approval

Consensus to approve the agenda.

3. Member Comment Period

- Roger – talked about the Oregon Country Fair board election and PPC meeting member comments.
- Lori – Eureka Co-op shopper that appreciates the board meeting be held in Eureka.

4. Board Correspondence

Pat Bitton wrote to the board and was upset about the Election Guide cover article. Cheri (author of the article) reached out to Pat and they have been in communication. No further board action is needed.

5. Consent Calendar

Motion: Approve the October 3, 2019 consent calendar.

- a) ~~Approve September 5, 2019 Board meeting minutes.~~ Tabled until November meeting to allow time to edit Roger's member comment.
- b) Nominating Committee Charter updates (Attachment A in September 2019 PPC meeting minutes)

Colin moved, Ed second, approved (5/0/0).

6. Approve Member Expulsion – reported by Melanie

Over a year ago a policy was created for expelling a member for harassment and similar issues. This is the first time we are using the process to attempt to remove two members that have already been banned from shopping at the Co-op. If approved, the members will be notified and given 15 days to plead their case to the board. Following 15 days of notification the final expulsion decision will be made at the following board meeting.

This agenda item continued under Agenda Item 11 to allow some board members to review more details about the members involved.

7. GM Search Update – reported by James

The board is following the GM workplan search. The announcement will likely happen after the Annual Membership Meeting.

8. Financial Bottom Line

a) Financial Statements – Reported by Barney

First quarter of FY20 was profitable. P4 was profitable. Hoping to have a fourth consecutive profitable quarter. We're on course to complete all C share repurchases by the end of November. Still looks like we won't need to use the line of credit.

There was discussion about future planning for C share repurchases, encouraging members to become Fair Share Members, ideas for increasing member investment and ideas to change the share structure of the Co-op.

b) Garden Of Life update– reported by Melanie

Garden of Life was removed from Co-op shelves in July 2018 following the purchase of the company by Nestle. There has been a large reduction of sales in the Wellness Department since this time. After doing research it was found that the Garden of Life company is not influenced by Nestle and that it's a clean product that we should be selling.

- Representatives from Garden of Life were present to speak about their company and product and answer questions. The board heard from the Arcata Wellness Department Head.

The board didn't feel whether the Co-op carries Garden Of Life products is a board decision to make. They want staff to review the product line and how it aligns with the Co-ops Purchasing Policy.

{5-minute break}

9. Environmental Bottom Line

- Discussed the LED lighting put into the Arcata store.
- The Co-op received a Zero Hero award from Zero Waste Humboldt.

10. Social Bottom Line

- Marketing has been attending events at HSU and CR.
- Discussed the need to get baseline data from members to analyze some of the Strategic Plan benchmarks.

11. Reserved for Removed Consent Agenda Items

Member Expulsion Revisited following review of materials by the board.

- It was suggested that if a member is expelled that it is stated to that member can apply and be considered for membership in the future.
- The Co-op has a zero-tolerance policy on harassment. Staff should be protected.
- If part of the reason to expel members it to keep banned members from running on the board, perhaps there should a qualification for running for the board that would prevent a banned member from doing so.

Motion: Notify member #27031 and member #29181 of their pending member expulsion.

Colin moved, Ed second, approved (3/0/2). Ivy and Cheri abstained.

12. Member Comment

- Likes details in the board minutes.
- PPC should discuss possible changes to member structure.
- Upset that a longtime employee (manager) is leaving the Co-op.
- Department Head and Manager reports are vital.
- Suggestion to hold financial committee meetings monthly. Concerned about losing market share.
- Would like more consistent meeting places. Moving locations may deter people.

13. New Business (items for next agenda):

None

Consensus reached to adjourn the October 3, 2019 meeting at 8:08pm and move into Executive Session.

Minutes by Emily Walter via recording.

**North Coast Co-op
Board of Directors Executive Session Minutes
October 3, 2019
Jefferson Community Center**

Present at meeting:

Board Members: James Kloor (President/Treasurer), Colin Fiske (Vice President), Cheri Strong, Ed Smith, Ivy North

Absent Board Members: Leah Stamper (Secretary)

Approved Guests:

No reportable action taken.

Executive session ended at 8:45pm

Reported by James Kloor