



Board of Directors Meeting Minutes

October 6, 2022 • 6 – 8pm

Zoom Call

Present at meeting:

Board Members: Roger (President), Thomas Wehland, Humnath Panta (Secretary), Laura Jones, Alexandra Profant

Absent Board Members: Pamela Lee (Vice President), Kirsten Lindquist (Treasurer)

Co-op Employees: Sean Nolan, Emily Walter, Alex Villagrana, Barney Doyle

Member-owners: Brenda Harper, Mike Connors, Kathleen Pelley, Lindsay Kolterman

1. Welcome

The meeting was called to order at 6:03 by Roger and introductions were made.

2. Agenda Review and Approval

Agenda approved by consensus.

3. Consent Agenda

Motion: Approve the October consent agenda:

- a) September 1, 2022, Board minutes.
- b) September 7, 2022, Special Board minutes.
- c) September 2022 Finance Committee minutes.

Approved by consensus.

4. Member Comment Period

- Roger – I spoke with a member who doesn't want to come to board meetings. They're concerned that not as many newspapers in front of the Eureka store as there used to be. They're frustrated with items getting moved around.
 - o Roger – there is a comfort to know where things are when you go shopping. It's good to have a balance.

5. Board Correspondence

Sean responded to a member.

ACTION: Emily will record the correspondence and get a copy to Roger.

6. Renovation Update – reported by Sean

The renovation is going smoothly for a project like this. Things are wrapping up on the sales floor in Arcata this week. The last big projects are redoing the flooring in the Meat Department, Bakery and Deli. The new hot bar will go into use later in October. We are planning a Grand Reopening to let people know the renovation is complete and to celebrate. This will include local vendors and local samples. Tentatively set for November 5.

7. Annual Membership Meeting Update – reported by Alex

Saturday, October 15, 1-4pm at the Jefferson Community Center Park in Eureka. The gathering will be held outdoors unless it rains. There will be live music by Lizzy and the Moonbeams and snacks from local vendors. The board will have an opportunity to speak, along with board candidates, and there will be a member comment period.

- Roger – I would like an agenda posted at both stores, so people know what to expect.
- Kiya – the Co-op is offering free bus fare for members who use bus transportation to this event.

8. Member Escheatment List – reported by Alex

The state of CA allows us to keep unclaimed equity (shares). Unclaimed means we have not had contact for three years, with no response to correspondence and they have not shopped at the Co-op. The board needs to approve the list given to them for review before Membership can move forward with the final process of escheatment.

Motion: Move forward with the escheatment process.

Motion by Alexandra, 2nd from Thomas, motion passed (5/0/0).

9. Financial Bottom Line – reported by Barney

We are still having issues with gross margin. Health care costs have also been large, which is not something we have control of. Cash on hand is still good but will decrease in the second quarter as we spend loan proceeds for the renovation. For the quarter we had a loss of \$100k, due to margins and healthcare costs. We did see a gain during P3, but not enough to offset P1 and P2.

We spoke with the auditors and because the Employee Retention Credit, is not part of operational sales, and without that income the Co-op was not in a surplus, so patronage is not considered for FY22.

10. Board Orientation & Offices

To be discussed during Executive Session.

11. Post Retreat Follow-up (Review Community Hub Goals)

How do we approach this list?

- Alexandra – I would like to participate in advancing a print version of the newsletter. I would like to create a newsletter committee.
 - o Thomas – we have a Member Action Committee that can address the newsletter.
 - o Roger – it would be great if the Member Action Committee could re-convene to address some of the retreat topics.
- Kiya – there should be a separate committee from MAC so that staff do not have to be in attendance since this newsletter would be a separate newsletter than what staff produces.

12. GM Report – reported by Sean

- Renovations have been very consuming and the main focus of staff.

14. Member Comment

- Brenda – I'd like to congratulate the Co-op on a successful pumpkin patch. This was my 20th year helping at the pumpkin patch. I overheard many awesome comments of the positive impact this has on the kids, especially when generations of the same family attend the same pumpkin patch.
- Laura – I liked the photos in the GM Report. It would be great to have something like this, with more pictures and an abridged GM report as a newsletter should go out once a quarter electronically.
- Alexandra – it's been an honor to serve with all of you on the board this year. I hope to continue participating as a member.
 - o The board all thanked Alexandra and hope to work with her in the future.
- Mike – I will not be able to attend the Annual Membership Meeting, but hope it goes well.

15. New Business (items for next agenda):

- Quarterly Strategic Plan Update
- Welcome New Board Members
- Officers
- Annual Membership Meeting
- Renovation Update
- Newsletter Committee Meeting Discussion

Consensus reached to adjourn the October 6, 2022, meeting at 7:10pm and move into Executive Session.

Minutes by Emily Walter

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Board of Directors Executive Session Minutes
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No reportable action taken.

Executive Session ended at 7:43pm