



Board of Directors Meeting Minutes November 3, 2022 • 6 – 8pm Zoom Call

Present at meeting:

Board Members: Roger (President), Thomas Wehland, Brenda Harper, Humnath Panta (Secretary), Laura Jones, Kirsten Lindquist (Treasurer)

Absent Board Members:

Co-op Employees: Sean Nolan, Emily Walter, Kiya Villarreal, Barney Doyle

Member-owners: Mike Connors, Kathleen Pelley, Alexandra Profant

1. **Welcome**

The meeting was called to order at 6:01 by Roger and introductions were made.

2. **Agenda Review and Approval**

Agenda approved by consensus.

3. **Welcome New Board Members**

Welcome Brenda Harper as a newly elected Board member.

4. **Approve October 2022 Board Minutes**

Motion: Approve the October 2022 board minutes.

Approved by consensus.

5. **Member Comment Period**

- Kiya – I want to inform the board that the City of Arcata is planning some improvements to 8th and 9th streets to increase walkability. This will directly affect the Arcata Co-op store. I would like to request the board submit a letter of support to the City of Arcata. This will also be discussed at the Earth Action Committee meeting and then brought back to the board in December.

ACTION: Kiya will send information about the project to the board, so they have more information.

- Alexandra – enjoyed attending the ballot counting. I talked with Dillon at the deli, and he spoke about a need for a bulletin board. There was also mention about tethering tongs in the deli, so they don't fall on the floor anymore.

- Thomas – I had a conversation with a Eureka employee and word on the sales floor is that management is discussing taking down the plastic barriers at the registers. They are concerned that they want to keep the barriers.

6. **Board Correspondence**

- Roger – members seem to not understand where the money came for the renovations. It might be good to write an article about.

7. **Board Vacancy**

Pamela Lee has submitted her resignation and is no longer serving on the board.

- Kirsten – We have a vacancy, and we should appoint someone to fill it. I think we should appoint the person who got the next highest number of votes in the election.

- Thomas – I agree with Kirsten and think we should make the decision tonight.

- Laura – I agree as well and would like to appoint the person with the next highest votes in the election.

- Brenda – I think it would be great to appoint someone who was actually running for the board and wants to be on the board.
- Roger – my overall concern is that this feels undemocratic. If people had known there was another open seat the votes could have been different.
 - o Kirsten – this is not a democratic process. We are appointing someone. But in a way this is a way of honoring what took place in the recent election.
 - o Thomas – of the available evidence, Mike Connors has the most votes following the two elected candidates. The only evidence we have are the votes that have already been cast.

Motion: Appoint Michael Connors to complete the remaining two years of Pamela Lee vacated term.

Motion by Brenda, 2nd from Kirsten, motion passed (5/0/0).

8. Renovation Update – reported by Sean

All the Arcata renovation work is complete, minus some baseboards. We are finishing the seating area, which we'll be calling the Greenhouse. This was a seating area many years ago, and bike storage most recently. This will be complete by Saturday, November 5 for our Grand Re-opening. The last bit of work is the production flooring in Eureka which will take place early in 2023. The Arcata hot bar is now open and is really popular.

9. Annual Membership Meeting Recap – reported by Roger

A super highlight is that the Annual Membership meeting happened in person and that there was a great band led by Lizzy from the Wellness Department. Emi, Sean and Kirsten made excellent presentations. The attendance was around 50.

At the meeting there is a concern about what information they could get about lawsuits concerning the Co-op. As an owner of this business, it's not a wacky thing to want to know about. I would like to discuss this further in Executive Session to see what information we can offer.

(Humnath arrived to the meeting)

10. Financial Bottom Line – reported by Barney

P5 (August) – Cash on hand is at 36 days but will continue to go down as we pay for our renovations. We should have around 20-22 days cash on hand after paying for the renovations, which is still a very healthy amount. This does not account for the Employee Retention Credit funds we are expecting in the next 3-4 months. Payroll taxes were high due to backpay as a result of the updated Collective Bargaining Agreement. We continue to see higher rates than budgeted for health care. Net loss for the period was \$90,000. This loss will likely continue into P6 with continued higher healthcare costs and lower sales during the renovations. Sales should now be going back up with the completion of the renovation and installation of the new hot bar in Arcata.

11. Strategic Plan Quarterly Review – reported by Sean

The renovation has taken most of the energy of staff and the plan has not been updated.

DECISION: The next strategic plan quarterly review will be presented at the January board meeting.

12. Board Offices

- Roger – we discussed board offices during board orientation last night and I got the strong message that I was being ousted as President.
 - o Kirsten – I apologize to Roger that he felt ousted. I thought I explained clearly that I felt that positions should rotate and that he's been a good President. I've been the Treasurer for two years and Roger has been President for two years. I think these roles should change. I would like to be President.
 - o Thomas – I believe Roger has been a great President and has led with great heart. But there are efficiencies that are needed with the position. I hope you understand that you are appreciated.

Consensus was reached to fill the following offices:

President – Kirsten Lindquist
Vice President – Brenda Harper
Secretary – Thomas Wehland
Treasurer – Humnath Panta
Nominating Committee Chair – Mike Connors
Earth Action Committee Chair – Laura Jones

- Roger – I think it’s a great achievement that we will now have an employee as the Board President. I believe this is the first time this has happened due to perceived conflicts of interest. I would be interested in focusing my time with the Earth Action Committee and revitalizing the newsletter.

13. Newsletter Discussion

There are people that would like to see more information in the stores and online.

- Brenda – I have experience with collecting content for the newsletter in the past and think it’s important.
- Mike – I think it would be great for our community to feel more connected to the Co-op. It’s part of what sets us apart from our competitors.
- Alexandra – we talked about this at the board retreat. We want a conglomeration with one thing in print that includes a letter from the president, social media, and staff, so that it becomes a historic record for the Co-op.
- Sean – I’m hearing that you want additional components added to the current newsletter. It would be helpful to know what specifically the board wants to add/include. I think staff could accommodate this.
- Laura – I really enjoyed the newsletter at the Annual Membership meeting.

14. GM Report – reported by Sean

- Kirsten – can people fill their own durable containers at the hot bar?
 - o Kiya – you can bring your own container, but someone from deli staff must fill the container for you and they are trained to follow health safety protocols.

14. Member Comment

The board discussed if they want to hold an in-person meeting soon. The majority the board prefers continuing to meet via Zoom.

15. New Business (items for next agenda):

- Review Board Directives to Staff
- Quarterly Strategic Plan Update (January)

Consensus reached to adjourn the November 3, 2022, meeting at 8:19pm and move into Executive Session.

Minutes by Emily Walter

**North Coast Co-op
Board of Directors Executive Session Minutes
November 3, 2022**

Present at meeting:

Board Members: Roger (President), Thomas Wehland, Humnath Panta (Secretary), Laura Jones, Kirsten Lindquist (Treasurer), Brenda Harper, Michael Connors

Absent Board Members:

Co-op Employees: Sean Nolan

No reportable action taken.

Executive Session ended at 8:51pm