



Board of Directors Meeting Minutes

November 7, 2019 • 6 – 8pm

D Street Neighborhood Center, Arcata

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), Leah Stamper (Secretary), Cheri Strong, Kirsten Lindquist, Roger, Laura Wright

Absent Board Members:

Co-op Employees: Kristen Hayen, Jason Davenport

Member-owners: David Dahler, Kathleen Pelley, Brenda Harper, Moonlight Macumber, Nicole Chase, Diane Sharples

1. Welcome

The meeting was called to order at 6:01pm by James.

2. Agenda Review and Approval

Consensus to approve the agenda.

3. Member Comment Period

- Brenda – mentioned that the election results were hard to find in the stores.
- David – wants the Finance Committee to meet monthly.

4. Board Correspondence

Ed Smith resigned from the board a short amount of time prior to the end of his term due to changed work circumstances and an overriding conflict of interest.

- James – I appreciate Ed for his 3-year service on the board.

5. Consent Calendar

Motion: Approve the November 7, 2019 consent calendar.

- a) Approve September 5, 2019 Board meeting minutes.
- b) Approve the October 3, 2019 Board meeting minutes.
- c) Approve Bank Resolutions.

Colin moved, 2nd from Kirsten, approved (6/0/1). James abstained.

6. 2019 General Election Results – reported by Cheri

Ballots were counted on October 17. Election results from Attachment A of the Oct. 17 Nominating Committee minutes were reviewed. Laura Wright and Roger were elected to the board. Employee member Kirsten Lindquist was ratified by the membership. The membership voted to approve changes to Bylaws section 4.13(c).

Each new board member spoke briefly.

- Roger – would like to increase a movement within the Co-op to remove plastics. I want workers to have more input and comment time at board meetings and for meetings to be closer to, or in, the stores.
- Laura – my husband works at the Arcata store. I'm excited to be part of positive change for the Co-op.
- Kirsten – I want to work on helping improve the financial situation.

7. GM Search Update – reported by James

The board hired Sean Nolan, from Central Co-op in Washington. He's starting mid-November. I'm excited to see

what Sean will bring to the Co-op. Melanie got us through some trying times at the Co-op and I have gratitude for the time she was General Manager. Jason Davenport is currently the Interim General Manager.

8. **Vote Officers**

Discussed responsibilities of being different officers, as well as what training is available for board members. The Nominating Committee is delegated the responsibility of training the board. It was decided to delay voting officers until the December board meeting. A Nominating Committee meeting will be scheduled in December to discuss further board training.

Motion: Appoint all board members to the Nominating Committee.

Colin moved, 2nd from Kirsten, approved (7/0/0)

9. **Review 2019 Board Calendar**

The 2020 calendar was reviewed. It was noted that a meeting should be scheduled sometime in 2020 for a board/management team retreat.

10. **Financial Bottom Line** – reported by Jason

- Our cash trajectory is positive. Expenses are being controlled well.
- Negotiations for renewing the union contract were put on pause until the new General Manager is in place.
- We have been paying C Share repurchases as scheduled.

11. **Member Expulsion**

Postponed until the December board meeting.

12. **Public Safety Power Shutoffs** – reported by Jason

Information for the most recent power shutoff was extremely unreliable which made it difficult for decision making. We decided to play it safe and do what we could to save product which included renting a refrigerated trailer. We only lost a small amount of frozen food. We plan to get an electrician to audit current electric loads to see where we're deficient in energy and be able to plan more appropriately for future outages.

- It was suggested to do more education for the community on how to be prepared for these events.
- Protocol over the management of product in the future is needed. What product can we refuse? Knowing alternative suppliers for products we know won't be available, etc...

{5-minute break}

13. **Reserved for Removed Consent Agenda Items**

None.

14. **Member Comment**

- Nicole – happy to see three new board members. I'm glad you chose a new General Manager and that there is a fresh start moving forward. I would like to invest in the Co-op but don't like that it can take up to one year to get my investment back. I, and others, think there should be a quicker turn around.
 - o Kirsten – investment loans should be considered for future capital campaigns.
 - o Kathleen – we should educate people to diversify their investments.
- Roger - discussed having a member fee, not just member share investments.
- David – wants to see greater participation from the membership at board meetings.

13. **New Business (items for next agenda):**

- Appoint officers
- Decide if any board members want to attend the CA Coop Conference in April.
- Member Expulsion

Consensus reached to adjourn the November 7, 2019 meeting at 7:57pm and move into Executive Session.

Minutes by Emily Walter.

**North Coast Co-op
Board of Directors Executive Session Minutes
November 7, 2019
D Street Neighborhood Center, Arcata**

Present at meeting:

Board Members: James Kloor (President/Treasurer), Colin Fiske (Vice President), Leah Stamper (Secretary – via phone), Cheri Strong, Kirsten Lindquist, Roger, Laura Wright

Absent Board Members:

Approved Guests: Jason Davenport

No reportable action taken.

Executive session ended at 9:30pm

Reported by James Kloor