



Board of Directors Meeting Minutes

December 5, 2019 • 6 – 8pm

Arcata Community Center, Arcata

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: Jason Davenport, Sean Nolan

Member-owners: David Dahler, Kathleen Pelley, Brenda Harper

1. **Welcome**

The meeting was called to order at 6:05pm by James and introductions were made.

2. **Agenda Review and Approval**

Consensus to approve the agenda with the Financial Bottom Line agenda item moved to follow the consent agenda.

3. **Member Comment Period**

- Brenda – the Zero Waste Day event took place during the workday. It's not the best time to reach people that work. Events should be scheduled during the busiest times at the store.
- Roger – the North Coast Journal had a great article about recycling that everyone should read. Are there past board members that would like to assist with training the board? I would like to see that we bring a big pot of soup to the board meetings since it's held during dinner time. I talked to a few employees who aren't happy about working 7+ days in a row. Employees are questioning if there will be a winter party.

4. **Board Correspondence**

None

5. **Consent Calendar**

Motion: Approve the December 5, 2019 consent calendar with amendment that Diane Sharples was in attendance at the meeting and Leah Stamper attended the Executive Committee meeting via phone.

- a) Approve November 7, 2019 Board meeting minutes.
- b) Approve the November 21, 2019 Finance Committee meeting minutes.

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

6. **Finance Bottom Line** – reported by Barney

The second quarter finances were reviewed. C Share repurchases are having the biggest impact on the bottom line, but we are past the biggest payouts without using the line of credit. We received insurance claim for the first outage but didn't need a claim for the second outage. Overall, staff is doing a good job keeping costs in check.

7. **Finance Committee Members**

The board and members discussed if the board should be required to attend all Finance Committee meetings, which is the current policy. It was decided to not make any changes at this time. All board members will continue to serve as members of the Finance Committee. This topic will be revisited at the February board meeting.

8. Appoint Officers

Each board member ranked the offices and committee chairs they would like or not like to hold. The rankings were used to aid discussion of who will hold what offices and committee chairs. The board would like to discuss succession and mentoring further at a retreat later this year. Kirsten is interested in learning more about holding the office of Treasurer.

Motion: Appoint the following officers:

President – James Kloor

Vice President – Colin Fiske

Secretary/Policies & Procedures Cmt. Chair – Laura Wright

Treasurer – James Kloor

Nominating Cmt. Chair – Kirsten Lindquist

Earth Action Cmt. Co-Chairs – Roger and Cheri Strong

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

9. Member Share Repurchase Reserve – reported by James

The board has already requested that \$5,000 be set aside weekly for future C share repurchases. This motion is to make this request official.

Motion: Direct staff to set aside \$5,000 weekly, or the difference there of if paying out C shares that week, in a reserve for future C share withdraws, not to exceed the current liabilities of C shares.

Leah moved, Cheri second, Motion approved (6/0/1). Roger abstained.

{5-minute break}

10. Member Expulsion

The board previously voted to send notices of expulsion to member # and member # who are currently banned from shopping at the Co-op. No response has been received from either member. The board now needs to vote if they want to expel the members.

- Roger did not receive information about the two members considered for expulsion.

Motion: Expel member #27031 and member #29181.

Leah moved, 2nd from Cheri. Motion failed to receive 2/3 vote. (4/3/0). Roger, Kirsten and Cheri opposed.

11. Interim GM Report – reported by Jason

The two major events of September and October were the power shut offs and preparing for the new General Manager's arrival. Sean is getting up to speed on how the Co-op operates. Union discussions will continue in January.

- The board thanked Jason for his time serving as the Interim General Manager.
- The board welcomed Sean as the General Manager.

12. Board Training

Laura and Kirsten would like to attend the CA Center for Cooperative Development conference in April. This will be incorporated into the FY21 budget.

13. Reserved for Removed Consent Agenda Items

None.

14. Member Comment

- David – would like updates on the Marketing Department in the future. Moral in the store is not great right now due to lowered work hours and cuts to management. What can be done to alleviate the stress of staff? If we can't get more member participation, why have a Co-op? We need the cooperative spirit back.
 - o The board discussed member participation.
 - o The board is interested in getting information about instore member comments as a form of member participation.
- Roger – Redwood Roots Farm needs help – perhaps we could post support on FaceBook.

13. New Business (items for next agenda):

It was decided not to hold a board meeting in January. The next board meeting will be February 6 at the Arcata Community Center.

Future Agenda Items:

- Finance Committee board members

Consensus reached to adjourn the December 5, 2019 meeting at 8:03pm and move into Executive Session.

(Minutes by Emily Walter)

**North Coast Co-op
Board of Directors Executive Session Minutes
December 5, 2019
Arcata Community Center, Arcata**

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Absent Board Members:

Approved Guests: Jason Davenport, Sean Nolan

No reportable action taken.

Executive session ended at 8:55pm

(Reported by James Kloor)