



## Board of Directors Meeting Minutes

December 8, 2020 • 6 – 8pm  
Zoom Call

### Present at meeting:

**Board Members:** Roger (President), Leah Stamper (Vice President), Kirsten Lindquist (Treasurer), Ahmed Foggie (Secretary), Laura Wright, Thomas Wehland, Pamela Lee

### **Absent Board Members:**

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

**Member-owners:** Kathleen Pelly, David Dahler, Sharrone Blanck, Joel Bradfield

### 1. **Welcome**

The meeting was called to order at 6:06pm by Roger.

### 2. **Agenda Review and Approval**

Agenda approved by consensus.

### 3. **Member Comment Period**

- Sharrone – One of our NAACP members works with local farmers to add fresh produce for families of color that need food. Curious if the Co-op would be interested in providing fresh produce for food donations to schools with higher numbers of families of color?
- Joel – glad to see the light improvement in the Arcata parking lot. Appreciates the hard work of maintenance.

### 4. **Board Correspondence**

None

### 5. **Consent Calendar**

**Motion:** Approve the December 8, 2020 consent calendar.

- a) Approve November 5, 2020 board minutes

Approved by consensus.

### 6. **Board Communication with Membership** – reported by Roger

Most of the members I know don't know what's going on at the Co-op. We need to make an effort for better communication with our members. They don't want to stand in the store to read posts, they want something they can take home with them to read.

- The current methods of communication were discussed, as well as ideas for how to improve communication.
- The GM Report is available to all members and offers a lot of information to members monthly. The report can be emailed, or a printed copy can be requested at Customer Service.

Roger would like to continue this discussion at the next board meeting.

*(Laura Wright joined the meeting)*

### 7. **Financial Bottom Line** – reported by Barney

At the Finance Committee Diane noticed an inconsistency in the Dividends Declared. This has been corrected and had no bearing on our cash position. Margins are getting better and payroll is dropping against sales. Q2 was profitable. Q3 is usually our strongest quarter, and so far, we are seeing good numbers.

## 8. Bank Motion

**Motion:** Authorize Roger (Board President) as a signer on all North Coast Cooperative's accounts at Redwood Capital Bank.

Motion by Kirsten, 2<sup>nd</sup> from Laura, motion passes (7/0/0).

## 9. Policies & Procedures Committee

Ahmed introduced the recommendation from PPC to create an annual member fee. The membership would have to vote to implement this fee during the 2021 election and it wouldn't be implemented until 2022.

- Kirsten – background to this topic. A couple of years ago the co-op was in a severe cash crunch and this idea came up. We have a very low member fee to join. This maintenance fee would help the co-op during hard times, as well as help with capital improvement projects.

ACTION: Laura and Ahmed will contact the board attorney.

**Motion:** Approve PPC recommendation, following review by the board attorney, for Bylaws Section 1.10. Annual Maintenance Fee. An annual non-refundable maintenance fee of \$10 will be collected from each member. Any increases to the annual fee would require approval by the membership.

Motion by Ahmed, 2<sup>nd</sup> from Laura, motion passes (7/0/0).

## 10. Bylaws Update

Reviewed board proposed bylaws change that was being reviewed by staff having to do with financially supporting other Co-ops. Sean reviewed staff response to this proposal which does not recommend incorporating this proposal into the Bylaws.

The board accepts the staff recommendation to not move forward with creating Bylaws Section 9.13(i), as show in the staff directive from 10/7/2020,

## 11. GM Report

Sean – November went well. Sales were strong for Thanksgiving sales, over previous year's sales. We continue to be rigid on the number of shoppers in the stores and people were happy to wait in line during the holiday rush. The pre-order Thanksgiving meals were popular and sold out. The other big news was getting the PPP loan completely forgiven.

## 12. Reserved for Removed Consent Agenda Items

None

## 13. Member Comment

- Laura – Roger great job as President this evening.

## 14. New Business (items for next agenda):

- Board communication with membership (continued)
- Strategic Plan on the February agenda

ACTION: Pamela will look into a board/mgt. retreat.

Consensus reached to adjourn the December 8, 2020 meeting at 7:56pm and move into Executive Session.

*Minutes by Emily Walter*

**North Coast Co-op  
Board of Directors Executive Session Minutes  
December 8, 2020**

**Present at meeting:**

**Board Members:** Roger (President), Leah Stamper (Vice President), Kirsten Lindquist (Treasurer), Ahmed Foggie (Secretary), Laura Wright, Thomas Wehland, Pamela Lee

**Absent Board Members:**

**Approved Guests:** Sean Nolan

No reportable action taken.

Executive session ended at 8:17pm.

*Reported by Ahmed Foggie*