



Board of Directors Meeting Minutes

February 13, 2025 • 6 – 8pm

Jefferson Community Center

Present at meeting:

Board Members: Roger (President), Mike Connors (Treasurer), Brenda Harper, Mimi Smith (Secretary/Employee Director), Elizabeth Gahm (Vice President/Employee Director)

Absent Board Members: George WinterSun, Layla Richardson

Co-op Employees: Emily Walter, Sean Nolan

Member-owners: Pat Bitton

1. Welcome

The meeting was called to order at 6:10 by Roger and introductions were made.

2. Agenda Review and Approval

Agenda approved by consensus.

3. Approve January 2025 Board Minutes

January 2025 board minutes approved by consensus.

4. Member Comment Period

- Mike – I was talking to some people who like eating at the ENF hotbar/deli because the ingredient lists boldly show allergens. They also prefer the salad bar because they can add all the protein they want and because there is a nice space to eat there.
- Roger – my work crew enjoys eating at ENF in McKinlyville because their hot meals are more substantial, rotate and there is a better place to sit and eat. I tried to eat at the Co-op recently and all the soups had sugar in them. We've had a significant increase of lower quality products, such as an increase of no stir peanut butters. I'd like to see signage about things like this. I would like to see a list in alphabetical order for the bulk section that shows where items are located.

5. Board Correspondence – reported by Roger

A member was concerned there are less bulk cleaning products available. It would be nice to educate people on how to make their own cleaning products.

- Lizzy – I just ordered bulk liquid laundry detergent and dish detergent for the Arcata store.

~~6. Employee Speaker~~

7. FY 2026 Draft Board Expenses/Budget

- Mike – I would like to add \$8,500 to the budget for policy governance. I would also like more training opportunities. I think we should invest in the education of our Board.
 - o Emily – This is the first I've heard of the Board discussing Policy Governance. This seems like something that should be discussed at a meeting where members are able to participate.
- Roger – I would like to talk with other Co-ops who are local that have incorporated policy governance.

AGREEMENT: The board will continue to discuss budgets for Board training/education and policy governance. The board will take action on this item at the March meeting.

8. Policies & Procedures Committee (PPC) – reported by Mimi

The PPC Committee met and decided to combine the Earth Action into the Member Action Committee since topics of discussion at these committee can overlap. They decided to recommend to the board to add the language from the purpose of the Earth Action committee and add it to the Member Action Committee purpose.

Motion: Combine the Earth Action Committee Charter into the Member Action Committee Charter. Update the Member Action Committee Charter as seen in Attachment A.

Motion by Mimi, 2nd from Mike. Motion Passes (5/0/0).

The committee also discussed talking to the board attorney to clarify what we can legally do to replace an employee seat when an employee seat is vacated early, and it cannot be filled during a regular election cycle. They recommend the board authorize Mimi to contact the Board Attorney on this issue.

Motion: Authorize Mimi to contact the Board Attorney to get clarification on filling vacated employee seats.

Motion by Roger, 2nd from Brenda. Motion Passes (5/0/0).

- Mike – I want to know what happens when someone drops out during the elections.
 - o Emily – The committee started discussing that topic and will continue discussing further at the next meeting.

9. Member Action Committee (MAC) – reported by Roger

We talked about wanting to make signs to put in the stores.

- Lizzy – We currently have a merchandising policy coming out. If a member wants something specifically highlighted does the new policy allow for this to happen? Merchandising dictates colors and all the different tags. Is there space within the new policy for additional information about products, like palm oil? We want the store to look uniform.
- Sean – I don't see how members making signs to put in the store would work.
- Brenda – I used to put signs on products when I worked at the store, but they were often taken down.
- Roger – Is there such thing as member action. Are members not allowed to do anything? I hear from members all the time about putting signs up about foods. Can members move this forward? I've noticed signs that don't conform get more attention. We are a Co-op. Handwritten signs are okay. I want to find a way for members to participate.
- Mike – If we were a policy governance institution. We could have something in our document that made this possible.
- Sean – Policy governance or not. The board reports to members and the board determines priority. I can see things being executed by staff but I'm not sure it works to allow members to.
- Lizzy – we are talking about educating the members. Department Heads need to be educated to buy products that fall in line with our purchasing guidelines. I have because I looked it up. I've talked to other Department Heads that don't know the policy exists. I feel like first, we need to educate the Department Heads. We need a Department Head meeting dedicated to reviewing the purchasing policy.
- Roger – at the Member Action Committee we are discussing creating a member newsletter.
- Pat – I could see a situation where members create a newsletter, but it seems staff would need to approve it.
- Emily – I think one reason these education ideas that are talked about at MAC don't move forward is because they don't come with a proposal with a plan. In the past, committees created proposals for their ideas, like the Purchasing Policy, that came to the board.
- Roger – I would like to propose to the Board that members can create a newsletter.
- Mike – I would like to see a proposal from MAC on how to do a member newsletter.
- Mimi – I like the idea of a newsletter but would also like a proposal of how that would work.

10. Strategic Planning Update – reported by Mike

We've had a meeting, and we are currently gathering data for further discussion. We are in the early stages of figuring out what we want to achieve. We are hoping in a couple of months we'll have some questions for a survey.

11. Outreach/Newsletter – reported by Roger

- Roger - I would like to start putting together information for a board newsletter.
 - o Sean – Are you trying to compile into for our current newsletter or in a separate board newsletter?
 - o Roger – I would like the Board to submit educational articles to the Co-op News.
- Pat – I think people would like to get an email once a month. It could include sales and reminders about discounts.
 - o Sean – We will be starting to email the monthly newsletter to an email list.
- Roger – It's great if Board members could write something that reaches out to members. It's a way to interact with members. It could be about strategic planning. It could be about the Member Action Cmt. meeting.
 - o Lizzy – It would be good to have something in the newsletter that explains what a board does.

AGREEMENT: People will brainstorm ideas of things they can write for the Co-op News.

12. GM Report – reported by Sean

We had a mostly good month. We did have an issue with a power compressor shutting down at the Eureka store. We signed up for a new program that monitors all aspects of our refrigerator systems. Data is sent to a third party with human and AI monitoring that would alert us if there were any refrigeration issues. It also monitors general operation of the system. The system should be running in a couple of months and prevent future losses. We did have a loss for P8 that was primarily due to a couple of large healthcare claims. We had fewer claims in P9.

- Roger – Food losses. How much is from equipment verses catastrophic events.
 - o Sean - The losses from smaller failures are pretty minimal.
- Mike – It was stated that C share repurchasing is an unsettling trend by Barney. Why is it looked at as unsettling versus natural?
 - o Sean – I don't see it as unsettling. The worrying trend is just the cost of repurchasing, not that the amount of C shares is going down. But we do have reserves if there are large repurchases.
- Mike – Can you talk more about the Business Partner Program?
 - o Sean – The past Business Partner Program wasn't maintained. We've been looking at ways to revamp the program to be more successful. We want it to be a dual partnership. If a business offers something to our members, then we will advertise for them. It would be a marketing opportunity for both parties. We are in the process of reaching out to businesses and hope to roll it out in April or May.

13. Member Comment

- Mike – Layla let me know that she went to the Arcata Chamber of Commerce meeting to represent the Co-op. I'm hoping to attend one too.

ACTION: Sean will get name tags made for the Board for when they attend events like this.

14. New Business (items for next agenda):

- Governance Policy
- Strategic Planning Update
- Board Budget
- Quarterly Review of the Strategic Plan

Consensus reached to adjourn the February 13, 2025, meeting at 7:50pm and move into Executive Session.

Minutes by Emily Walter

**North Coast Co-op
Board of Directors Executive Session Minutes
February 13, 2025**

Present at meeting:

Board Members: Roger (President), Mike Connors (Treasurer), Brenda Harper, Mimi Smith (Secretary/Employee Director), Elizabeth Gahm (Vice President/Employee Director)

Absent Board Members: George WinterSun, Layla Richardson

Co-op Employees: Sean Nolan

No reportable action.

Executive Session ended at 8:57pm

ATTACHMENT A

Member Action Committee Charter

Purpose: The Member Action Committee will act as an advisory committee to the Board of Directors, taking on issues delegated by the Board, as well as providing an organized structure for members to come together, to communicate their ideas and concerns, and to influence North Coast Co-op policy and practice. This includes proactively embracing “the challenge to move our operations, investments, and economic development towards environmentally and socially responsible activities” in order to “regenerate and strengthen ecological and social, local and global relationships” (per the board-approved 20 Year Statement of Sustainability 2015).

Responsibilities: The Committee shall take into consideration any topic relevant to its purpose. The Committee shall bring policy recommendations to the Board of Directors. The Committee shall report regularly to the Board of Directors.

Chair: The Committee members may select their own Chair, whom may or may not be a Board member.

Composition: The Committee shall be composed of at least two Board members, one non-voting Co-op staff liaison and as many Co-op members as would like to participate.

Decision Making: The Committee shall seek consensus whenever possible and use majority vote when consensus is not reached. Voting members of the Committee are those who have attended 3 out of the last 5 meetings.

Communication: Agendas and minutes shall be posted on the Co-op’s website and will be emailed to committee members one week prior to meetings. Agendas and action items shall be posted at Customer Service and in a prominent place for employees in each store.

Meetings: The Committee shall meet monthly.