



Board of Directors Meeting Minutes

September 11, 2025 • 6pm

Arcata Co-op (upstairs conference room)

Present at meeting:

Board Members: Roger (President), Mike Connors (Treasurer), Elizabeth Gahm (Vice President/Employee Director), George WinterSun, Layla Richardson, Brenda Harper

Absent Board Members:

Co-op Employees: Emily Walter, Sean Nolan

Member-owners: Haley Simera, Jon Haumeder

1. Welcome

The meeting was called to order at 6:04 by Roger and introductions were made.

2. Agenda Review

Add item to discuss Board meeting calendar.

3. Approve August 14, 2025 Board Minutes

Minutes approved by consensus.

4. Member Comment Period

Members shared comments.

5. Board Correspondence – reported by Roger

- None

6. Annual Membership Meeting Update – reported by Sean

Planning for AMM is going well. The event will be at the Wharfinger building in Eureka on Oct. 12. There will be in-house food, prizes and a band.

7. Draft Strategic Plan 2026-2030 – reported by Sean

We slightly modified the draft Strategic Plan that was presented at the previous board meeting based on feedback.

The board reviewed the draft along with some metrics for tracking the progress of the plan.

- Mike – I hoped we would get more measures that the Strategic Planning committee had provided. I would like to see more quantifiable elements to know that we are achieving our objectives. I would like to see more financial metrics, like count of local farmers and producers supported, local dollars in and out, staff turnover and staff retention.
 - o Sean – We based the proposed metrics on the proposed goals.
 - o Roger – I feel like the first three goals of this plan are all things we should have been doing since the day we opened.

ACTION: Sean will flesh out the metrics more and review with the Board in October.

8. FY25 Surplus Allocation – reported by Sean

We had a small surplus in Fiscal Year 2025. In the packet I included that about \$17,000 would be available for patronage refunds, which would mean on average members would receive less than \$1. Management recommends retaining the \$17,000 for capital improvements and not distributing it to members.

Motion: Approve the staff recommendation to not issue a patronage refund. Motion by Mike, 2nd from George. Motion Passes (6/0/0)

9. Elections Committee Update – reported by George

We are currently having a Special Employee Election to fill Mimis' empty seat. The special election will be separate from the General election. We approved two candidates for two general seats for the annual election, and Lizzy will also be on the ballot as an employee for ratification.

Motion: Appoint Roger as a member of the Elections Committee.
Approved by consensus.

- Roger – I want to have on record that the board move forward to set a minimum turnout for election so that we don't have anyone elected with one or two votes.

Motion: The Board is endorsing to follow through with the Board and committees to set policies for the election based on what is legal for minimum voting for board members to be elected and that it appears on the 2026 ballot, or any amendments needed to accomplish this task.

Motion by Roger. Approved by consensus.

10. Quarterly Review of Strategic Plan – reported by Sean

We are winding down bigger projects for this Strategic Plan as we gear up for the next 5-year plan.

- Mike – What is the sense for how long the recent roof repairs will last?
 - o Sean – We are planning to replace the roof in three years and hope this big patching job will hold up until then.
- Mike – Can we get an update on the drainage pipe in the Arcata bulk section?
 - o Sean – The plumbing has been repaired but now we need structural concrete work done to complete the project.

11. Finance Charter Update – reported by Mike

We are changing the requirements to have all Board members attend Finance Committee meetings as discussed last month. There will be five members on the committee. There must be at least two Board members and the other three can be three at-large-members on the committee. Three of the five are required for a quorum.

Motion: Adopt the new Finance Committee Charter (See Attachment A)
Motion by Mike, 2nd by Brenda, all in favor, motion passed (6/0/0)

12. Policy Governance

The Board has previously discussed and budgeted to create a Policy Governance for the Co-op.
Policy governance is a formalized way of how a board can operate with clear expectations to management.

AGREEMENT: Wait until the new board is seated before moving forward with this. To be revisited in December.

13. Retirement Benefits Update – reported by Sean

The Co-op used to provide a retirement benefit which was an ongoing discount at the Co-op for those that worked at the Co-op for a certain number of years. This ended before I started working here.

I'm plan to reinstate a retirement benefit that would be a 15% shopping discount for those that have worked 25 years or more, are a member in good standing, and are eligible for rehired. We will go back retroactive five years.

14. Board Meeting Schedule – reported by Layla

I want to discuss skipping the July Board meeting in the future as it's a busy time of year, we have a hard time making a quorum (we didn't this year) and it's not uncommon for Boards to take a month off.

MOTION: Skip the July board meeting.
No Second.

15. GM Report – reported by Sean

- August was a great month. The incredible bulk days sales increased over the prior year. We've been preparing for our We Love Local sale this weekend that includes live demos in both stores. We've been putting tags on all the local items all around the store. Staff have put a lot of work into this new event.
- We are behind in getting finance reports out because we are training new accounting staff and we are also incorporating a new finance system which has slowed things down but we are expecting to be caught up soon. We do have other financial metrics to monitor performance while waiting for reports. The one thing we can't get is gross margins and costs of goods. I can say that labor costs are right where they should be. We are under budget for healthcare currently by about \$150k. Cash is positive by about \$600k for this fiscal year, which indicates margins are where they should be. We recently moved some cash from operations into savings, which is great.
- Mike – I would like to see the amounts of donations/sponsorships going to the individual organizations.

16. Member Comment

- Haley – I enjoyed being here today and learning a bit about the Board today.
- Roger – I'm thrilled with the local sale. I would like to see something like this more than one weekend a year.
- Roger – I saw "The Human Footprint Shelf Life" on PBS about the history of grocery stores in the United States. It reminded me that there was a time the Co-op would do a showing of a documentary. It's a great way to create community. The Co-op could sponsor an event with ticket sales going to PBS.
- Lizzy – A lot of people are excited about the We Love Local sale. It will be interesting to see what sells.

17. New Business (items for next agenda):

Agenda Items:

- Strategic Plan Metrics
- AMM Update

Consensus reached to adjourn the September 11, 2025, meeting at 7:40pm and move into Executive Session.

Minutes by Emily Walter



**North Coast Co-op
Board of Directors Executive Session Minutes
September 11, 2025**

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Board Members: Roger (President), Mike Connors (Treasurer), Elizabeth Gahm (Vice President/Employee Director), George WinterSun, Layla Richardson, Brenda Harper

Absent Board Members:

Co-op Employees: Sean Nolan

No reportable action.

Executive Session ended at 8:28pm.