



Board of Directors Meeting Minutes

February 3, 2022 • 6 – 8pm

Zoom Call

Present at meeting:

Board Members: Roger (President), Kirsten Lindquist (Treasurer), Thomas Wehland, Laura Jones, Alexandra Profant, Humnath Panta (Secretary)

Absent Board Members: Pamela Lee (Vice President)

Co-op Employees: Sean Nolan, Emily Walter, Barney Doyle, Kiya Villarreal, Hernan Perez

Member-owners: Kathleen Pelly, Vince Graves-Blandford

1. **Welcome**

The meeting was called to order at 6:03 by Roger and introductions were made.

2. **Agenda Review and Approval**

Agenda approved by consensus.

3. **Approve January 6, 2022, Board Minutes**

Motion: Approve the January 6, 2022, board minutes.

Approved by consensus.

4. **Member Comment Period**

- Vince brought a series of questions to the board regarding Brandy Cogburn (previously the Co-ops Controller) and the embezzlement she's been involved in previous to working at the Co-op, while at the Co-op and at her place of employment following the Co-op.
 - o Roger – We like to be informed of large issues. We will do our best to be responsive and move forward.

5. **Board Correspondence**

- Roger – still getting feedback from some members about the changed member benefits.
- Hernan Perez – I work in produce at the Arcata store. There used to be three courtesy clerks and now we're down to one. I feel like the store would run more smoothly with additional courtesy clerks, instead of pulling staff from the produce department and other departments to assist with cashiering.

6. **California Food Policy Council – reported by Emi Lee**

The California Food Policy Council is looking for signatories on a proposal being sent to Governor Newsome asking for 30 million dollars over 3 years to be set aside for improving food security across the state. The Humboldt Food Policy Council has signed on and are asking all their member organizations to sign on as well. The Co-op is a voting member of the Humboldt Food Policy Council.

Motion: Sign on to the California Food Policy Council letter to the Governor.

Motion by Kirsten, 2nd from Thomas, motion passes by consensus.

7. **Financial Bottom Line**

P6/Q2 financials are being revised due to corrections made to the physical inventory that was entered incorrectly. Overall, we have good revenue and margins and should have the revised financials to the board soon.

8. Bank Account Updates – reported by Barney

We've had several attempts of fraud from someone using counterfeit checks. The Bank recommends separating our ACH/Checking account into two new separate accounts to afford better protection.

Motion: Accept the proposed bank motion to approve to open two new accounts at Redwood Capital Bank to replace account 808.

Motion by Kirsten, 2nd from Alexandra, motion passes (6/0/0).

9. Shareholder Disclosure Annual Renewal –

The Shareholder Disclosure document is given to members when they purchase shares. This document must be updated annually to reflect the Co-ops current financial status. The information in this document is coming from our most recent financial audit. Barney reviewed the financials information in the document before it was presented to the board.

Motion: Approve the updated Shareholder Disclosure Document.

Motion by Humnath, 2nd from Alexandra, motion passes (6/0/0).

{ 5 minute break }

10. Policies & Procedures Committee: Ben & Jerry Boycott – reported by Kiya

The Ben & Jerrys boycott was started in 2018 and thus we are reviewing it as per our boycott policy. This boycott was brought to the board by Co-op members. This boycott is in the support of the Organic Consumer Associations litigation against Ben & Jerrys for deceptive marketing. Ben & Jerrys has removed some of the deceptive marketing, but not to the satisfaction of the Organic Consumer Association, as litigation continues.

- Emi – Ben & Jerrys is probably the top brand name request we get from customers.
- Kirsten – I attended the meeting when this boycott was put in place, and it felt like a political stunt.
- Roger – part of being a Co-op is the ability to take a stand from large corporations that are white washing.
- Thomas – this boycott is 3.5 years old now. Ben & Jerrys has made some changes to their packaging, although not to the fulfilment of the Organic Consumer Association. By ending the boycott we can support a local vendor and our customers would like it back.

The board will take action on this item at the March board meeting, allowing time for members input.

11. Board Retreat

Postponed to March board meeting.

12. GM Report – reported by Sean

The board had no questions regarding the GM Report.

11. Member Comment

- Alexandra – I would like to end the boycott of Ben & Jerrys and see if we can get Humboldt Creamery to create more flavors.

12. New Business (items for next agenda):

- Ben & Jerrys Boycott (action)
- Making the Board More Productive

Consensus reached to adjourn the February 3, 2022, meeting at 7:57pm and move into Executive Session.

Minutes by Emily Walter.

North Coast Co-op
Board of Directors Executive Session Minutes
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Absent Board Members: Pamela Lee (Secretary)

Co-op Employees: Sean Nolan

No reportable action taken.

Executive Session ended at 9:06pm.