



## Board of Directors Meeting Minutes

April 1, 2021 • 6 – 8pm

Zoom Call

### Present at meeting:

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

**Absent Board Members:** Laura Wright

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

**Member-owners:** Kathleen Pelly, David Dahler

### 1. Welcome

The meeting was called to order at 6:01pm by Roger.

### 2. Agenda Review and Approval

Agenda approved by consensus.

### 3. Member Comment Period

- Kathleen – excited about the Tesla battery project in Eureka.
- David – Believes members/employees are intimidated to attend board meetings and fear consequences . Concerned about finding qualified members to serve on the board.
- Kathleen – the fact that the Co-op is a corporation and run professionally can be an intimidator for members that might want to participate.

ACTION: The board will discuss how to grow member participation at a future meeting.

### 4. Board Correspondence

None

### 5. Approve the March 4, 2021 Board Minutes

**Motion:** Approve the March 4, 2021 board minutes

Approved by consensus.

### 6. Financial Bottom Line – reported by Barney

P11 had a small negative loss. Fiscal Year 2021 ended on March 31. We are looking forward to finding out the yearend numbers.

### 7. Finance Committee

At their March 25 meeting, the finance committee recommended the board approve the FY22 budget.

**Motion:** Approve the Fiscal Year 2022 Budget (See attachment A).

Motion by Thomas, 2<sup>nd</sup> from Pamela, motion passes (6/0/0).

**Motion:** Approve the March 25, 2021 Finance Committee minutes.

Approved by consensus.

**8. Proposed Annual Fee** – reported by Ahmed

The board reviewed feedback from the board attorney about a proposed annual fee bylaw change that would be voted on by the members.

The board and staff discussed what they want the fee to be used for and what it should be called. It was suggested to call it an “annual membership fee.”

It was decided to contact the board attorney again to clarify if any of the proposed language would require enforcement of the proposed annual fee, which board and staff do not want to do, as well as to review the new proposed language of “annual membership fee.”

**Motion:** Authorize Ahmed to contact the board attorney to review the revised proposed bylaws language.

Motion by Kirsten, 2<sup>nd</sup> from Leah, motion passes (6/0/0).

**{5 Minute Break}**

**9. City of Arcata Hazard Pay** – reported by Kirsten

The Co-ops Union representative has posted notices in stores to encourage staff to support a Union pushed \$4/hour hazard Pay policy that has been brought to the City of Arcata to implement. I'm frustrated with the Union for pushing this initiative through the City of Arcata. It feels political. I would like to see the board submit a letter to the City of Arcata against this hazard pay proposal.

The group discussed this and many at the meeting believed it is not up to a city to decide how businesses pay their employees. We need to let the City of Arcata and City of Eureka know exactly what we do for our employees, such as paying hazard pay early on in the pandemic, making vaccinations available to all employees and all the provided precautions and expenses associated with those precautions provided to staff. Many feel the Co-op is just getting its feet under itself again and that this policy has the potential to cause significant financial distress to the Co-op.

**Motion:** Authorize Kirsten to represent the board on this topic when addressing staff and the City of Arcata and City of Eureka

Motion by Roger, 2<sup>nd</sup> from Thomas, motion passes (5/1/0). Pamela voted against.

- Pamela – I feel torn, wanting to support staff but also understanding that we want to keep the Co-op in good financial standing.

**ACTION:** Kirsten will distribute a draft letter to the City of Arcata to the board for their input.

**10. Securities Permit Renewal**

Alex explained annual updates to the Securities Permit and Shareholder Disclosure.

**Motion:** Approve the Securities Permit and Shareholder Disclosure.

Motion by Pamela, 2<sup>nd</sup> from Kirsten, motion passes (6/0/0).

**11. 2021 Board and Management Team Retreat** – reported by Pamela

The board feels like they're getting closer to being able to comfortably hold a retreat. We'll check back in at the next board meeting.

**12. GM Report** – reported by Sean

- I'm excited that we were able to partner with Barnes Family Pharmacy in Arcata to schedule staff to be vaccinated. Over 50 employees were able to do this. It was an easy way for staff to participate, where previously it was harder to get appointments at other locations.
- Sally Grover's 45<sup>th</sup> Anniversary at the Co-op was 3/31 and staff celebrated her with goodies and cards and photo memories of her time at the Co-op.
- An HR Manager was hired, JB Cisneros, who started this week.

**13. Member Comment**

None

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

- Quarterly Strategic Plan Review
- Board and Management Retreat Update
- Member Participation

Consensus reached to adjourn the April 1, 2021 meeting at 8:10pm and move into Executive Session.

*Minutes by Emily Walter*

**North Coast Co-op  
Board of Directors Executive Session Minutes  
April 1, 2021**

**Present at meeting:**

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

**Absent Board Members:** Laura Wright

**Approved Guests:** Sean Nolan

No reportable action taken.

Executive session ended at 9:07 p.m.

*Reported by Ahmed Foggie*