



Board of Directors Meeting Minutes

June 2, 2022 • 6 – 8pm
Zoom Call

Present at meeting:

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

Absent Board Members:

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

Member-owners: Kathleen Pelly

1. **Welcome**

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

2. **Agenda Review and Approval**

Agenda approved by consensus.

3. **Approve May 5, 2022, Board Minutes**

Motion: Approve the May 5, 2022, board minutes.
Approved by consensus.

4. **Member Comment Period**

- Roger (reporting on comments he's heard from members)
 - o A member wants to see that members get an incentive to encourage them to vote in elections.
 - o A member shared their appreciation of how they used to read the Co-o News.
- Roger - I bought toilet paper that comes wrapped in paper and noticed all the toilet paper next to it came in plastic. I think the Co-op should only sell toilet paper that comes in paper.
 - o Kathleen – I always shop at the Eureka store but go to Arcata just so I can get the toilet paper that comes in paper.
- Roger - Bulk tofu still costs more than tofu that comes in plastic. There isn't much food available in the deli. Only one available tonight and it had sugar in it. I don't like the word conventional used to label foods.
- Alex – Disapproves raising money for Ukraine. Our Round Up program is focused on raising funds for our local community. We have a lot of local groups that need the Co-ops support. There are other humanitarian crisis in the world that the Co-op has not gotten involved in.
 - o Roger – I appreciate everything you just shared. Yes, there are people in our own country that need food and that are being killed. People my age probably never thought we'd feel something like this happening again, it reminds us of WWII. Supporting Ukraine is a reaction to our own history.
 - o Thomas – Emi Lee sent an email to the board today iterating much of what Alex just said and I think it's worth considering.

5. **Board Correspondence**

- None

6. **Future of Board Meetings**

This agenda item is to discuss how to hold in-person meetings in the future.

- Jason – I can set up microphones and a camera to support hybrid meetings.
- Sean – A hybrid style is great but with challenges as far as people's comfort with gathering in person as well as convenience.
- Kirsten – I would love to meet in person however my domestic situation makes it difficult. I do believe meeting in person is better but at the same time it doesn't work for me.
- This discussion is to be continued.

7. Financial Update – reported by Barney

The FY22 Q4 financial statements were presented to the finance Committee last week, focusing on anomalies from the audit. The Tesla batteries are being taken off the books. We are removing the amortization from health care costs, and instead showing our actual costs which will lower healthcare costs. We are still waiting for our employee retention credit and hope to receive notice on it in the next 6-8 weeks. We are still showing profits in operations. This is the fastest and quickest turnaround we've had on the audit in the last five years. The auditors noted how easy and quick the process has become.

8. Finance Committee – reported by Kirsten

- The Finance Committee met last week and voted on three recommendations to the board.

Motion: Approve the May 26 Finance Committee Meeting Minutes.
Motion by Thomas, 2nd from Pamela, motion passes (7/0/0).

Motion: Approve the Finance Cmt. Recommendation to accept the interim FY22 Q4 financials.
Motion by Pamela, 2nd from Thomas, motion passes (6/0/1). Alexandra abstains.

Motion: Keep the C Share Dividend at 2.5%.
Motion by Thomas, 2nd from Pamela, motion passes (7/0/0).

9. Board and Management Responsibility Chart

Motion: Add the Board and Management Responsibility Chart to Section 12 J of the Board Policy Manual.
Motion by Kirsten, 2nd from Alexandra, motion passes (6/0/1). Laura abstains.

10. Support Ukraine

This is a continued discussion from the May board meeting when it was suggested to have the Co-op donate funds to the World Kitchen organization or to Co-op Ukraine.

- Pamela – there are so many places outside of the US that can use our dollars. I think we should stick to local causes. I wouldn't support the Co-op donating to worldwide causes.
- Kirsten – I second what Pamela says. I've been thinking about this since the last board meeting. The Seeds for Change program is focused on helping local organizations. Using it to raise funds that are not local feels like mission creep.
- Thomas – I don't think we should be in the business of choosing to support places outside the US. I like that Seeds for Change is democratically voted on by our members.
- Sean – I do think the situation in Ukraine is horrible and is extraordinary, but there is crisis all over the world, and it feels uncomfortable picking which to support. I lean towards putting our focus locally.
- Alexandra – I like the idea of purchasing and distributing \$100 gift cards to give to the homeless around the Eureka store.
- Humnath – I don't think the current problem in Ukraine is money, and that we have a bigger impact with our money using it for local causes.
- Jason – it doesn't feel like the appropriate use of money. There are many organizations that we can partner with to support homeless.
- Roger – I like the Co-op being focused on local but also being aware of food crises elsewhere. Based on this discussion we'll let the idea of donating to World Kitchen for Ukraine rest.

11. Board Stipend Increase

- Alexandra – this suggestion was to encourage more participation in running for the board. I was also curious how the stipend was created, and how the amount was decided.
- Kirsten – I think the stipend is nominal and I don't think it should be the reason people run for the board. We don't advertise the stipend and it's a nice surprise when you get on the board. Being on the board is basically a community service.

- Thomas – I don't know the history of the stipend and if we want to adjust it for inflation. It could increase participation of sectors of our community that otherwise might not be able to participate. I knew about the stipend when I ran for the board, and I need it. I know there are a lot of people in similar positions as me.
- Kathleen – when I was on the board only the board chair received a stipend, and it basically covered travel expenses.
- Humnath – When Kirsten encouraged me to run for the board, I was not expecting a stipend. I've been on other boards in the past, and its common practice to see board members get some compensation. I think it's okay to adjust the stipend for inflation, just like we increase wages for employees.

AGREEMENT: This discussion will be sent to the Policies and Procedures committee. The Nominating Committee will discuss the idea of increasing advertisement about the stipend.

12. Board and Management Retreat – reported by Roger

The retreat planned for June 4 has been cancelled due to poor weather and some not feeling comfortable meeting indoors at this time.

Further discussion moved to Executive Session.

13. GM Report – reported by Sean

- Ben Howard, our Eureka Store Manager has moved from the area, and will be missed. We are currently interviewing for the position.
- The HR Generalist position has been filled by Carrie Norris, a longtime Assistant Store Manager.
- The Eureka Cheese Department is gearing up to start selling inhouse fresh pasta. Our local fresh pasta producer is retiring, and we will be filling that void with our own fresh pasta.

11. Member Comment

- None

12. New Business (items for next agenda):

- Renovation Update (July meeting)

Consensus reached to adjourn the June 2, 2022, meeting at 8:04pm and move into Executive Session.

Minutes by Emily Walter

**North Coast Co-op
Board of Directors Executive Session Minutes
June 2, 2022**

Present at meeting:

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

Co-op Employees: Sean Nolan

No reportable action taken.

Executive Session ended at 9:02