



## Board of Directors Meeting Minutes

### June 3, 2021 • 6 – 8pm

Zoom Call

#### Present at meeting:

**Board Members:** Roger (President), Kirsten Lindquist (Treasurer), Pamela Lee (Secretary), Leah Stamper (VP)

**Absent Board Members:** Thomas Wehland, Laura Wright

**Co-op Employees:** Emily Walter, Sean Nolan, Barney Doyle, Alex Villagrana, Emi Lee, Jake Lenihan

**Member-owners:** Kathleen Pelly

#### 1. **Welcome**

The meeting was called to order at 6:03pm by Roger.

#### 2. **Financial Bottom Line** – reported by Barney Doyle

We are in the middle of the audit. There will be a net operating profit for FY21. Overall, it was a good year for the Co-op. Once the audit is complete, we will figure out patronage refunds.

#### 3. **Agenda Review and Approval**

Agenda approved by consensus.

#### 4. **Member Comment Period**

- Kathleen – Barney does a great job as Controller.

#### 5. **Board Correspondence**

Roger is in the middle of speaking with several members on different topics.

#### 6. **Employee Guest Speaker** – reported by Jake Lenihan

I've worked at the Arcata Co-op for about four years now. I've seen the Co-op go through good and bad times. One thing I see that needs improvement is communication between the board and staff.

Discussion ensued about the Boards roll and how it's misunderstood by staff. All agreed that communication can be improved between the board and staff.

- Kirsten – I often here “the board is making us do this.” The board doesn't interfere with operations. It is understandable that staff aren't familiar with how boards work. We should help educate staff on this topic.
- Sean – the strategic plan is a document drafted by staff, members and the board. The board oversees the process, looking to see if the Co-op is meeting its goals. We do a quarterly review of the strategic plan that shows what we've accomplished and what we're working on.
- Kirsten – Thomas and I are planning on putting out an email to the staff about the role of the board and what we're responsible for.
- Emi – I would love to see every worker get an orientation about the board and how to be involved, etc.

#### 7. **Approve the May 6, 2021, Board Minutes**

**Motion:** Approve the May 6, 2021 board minutes.

Approved by consensus.

#### 8. **Bank Resolution**

**Motion:** Approve Bank Resolution dated 6/3/21.

Motion by Kirsten, 2<sup>nd</sup> from Pamela. All in favor. Motion passes (4/0/0).

## 9. Finance Committee

**Motion:** Approve May 27 Finance Committee meeting minutes as amended.  
(Amend agenda item 4 – 2<sup>nd</sup> on the motion was from Thomas).  
Motion by Pamela, 2<sup>nd</sup> from Kirsten. Motion fails. (2/2/0). Leah and Roger abstained.

**Motion:** Accept the Q4 FY21 financials.  
Motion by Pamela, 2<sup>nd</sup> from Kirsten. All in favor. Motion passes (4/0/0).

**Motion:** Keep the C share dividend at 2.5%.  
Motion by Kirsten, 2<sup>nd</sup> from Leah. All in favor. Motion passes (3/1/0). Roger abstained.

**Motion:** Maintain a \$200,000 C share reserve.  
Motion by Pamela, 2<sup>nd</sup> from Kirsten. All in favor. Motion passes (4/0/0).

## 10. Annual Fee Bylaw Proposal

The board reviewed feedback from the board attorney and discussed how to move forward with an annual fee proposal that would need to be voted on by the membership prior to implementation. Currently, a \$10 annual fee is being proposed that would be voluntary. Members would not be expelled if they refuse to pay it. Some worry about not wanting low-income members to feel embarrassed if they can't afford the fee. There were questions of how this fee would be communicated and the logistics of implementation.

- Kirsten plans on tabling to get a feel for how members will respond to the annual fee idea.
- No action was taken on this item.

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

I have communicated with the facilitator and have dates in August that a retreat can take place. I met with Sean to brainstorm ideas for retreat topics. One topic that we are interested in are the roles of the board and roles of management - what is separate between those two, and where they overlap. It was suggested to find a facilitator in California that is already knowledgeable of this topic, perhaps at a retreat further down the road. Instead, the board plans to discuss one of the strategic plan goal areas at the retreat.

**ACTION:** Pamela will work with Emily to poll the board and mgt. team for a good date as well as to find out which of the strategic plan goal areas should be discussed at the retreat.

## 13. GM Report – reported by Sean

- Starting June 15, we will no longer limit the number of shoppers in the store at one time. We will also be reopening self-service coffee, salad bar and hot bar. We will no longer package pastries in plastic bags. Senior Discount Hours will go back to normal which is all day every Tuesday. We are still waiting to find out what mask mandates may or may not be required of employees.
- We will be accepting CRV starting early July so that we can stop paying fines.
  - o Kirsten – since local politicians and government are not helping with this issue the next step is to embarrass the politicians. Contact national news outlets to do a story on our area.

## 14. Member Comment

- Pamela – the Co-op has been the cleanest store I've shopped at this past year.
  - o Emi – we've increased a lot of our cleanliness practices this past year that will continue indefinitely.

## 15. New Business (items for next agenda):

- Board and Management Retreat Update
- Employee Guest Speaker

Consensus reached to adjourn the June 3, 2021, meeting at 8:24pm and move into Executive Session.

*Minutes by Emily Walter*

**North Coast Co-op  
Board of Directors Executive Session Minutes  
June 3, 2021**

**Present at meeting:**

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

**Absent Board Members:** Thomas Wehland, Laura Wright

**Approved Guests:** Sean Nolan

No reportable action taken.

Executive session ended at 8:47 p.m.

*Reported by Pamela Lee*