



Board of Directors Meeting Minutes

May 4, 2018 • 5 – 8pm

Ten Pin Building – 793 K Street, Arcata

Present at meeting:

Board Members: Colin Fiske (Board President), Robert Donovan (Vice President), Leah Stamper (Secretary), James Kloor (Treasurer), Cheri Strong, Ed Smith, Mary Ella Anderson

Absent Board Members: None

Co-op Employees: Melanie Bettenhausen, Emily Walter, Michelle Sanders, Lauren Faucet, Vince Graves-Blandford, Rebekah Staub

Member-owners: Roger, Brenda Harper, Keanu Vargus, Timothy Macias

1. Welcome

Meeting was called to order at 6:03pm by Colin.

2. Agenda Review and Approval

Consensus to approve the agenda.

3. Approval of April 5, 2018 Board Meeting Minutes

Correct page 3 of 10 – lease of the “Ten Pin”

Motion: Approve the April 5, 2018 minutes as amended.

Approved by consensus

4. Member Comment Period

- Roger – good feedback about member only sale prices. Upsetting that bagged bagels cost more than buying individual bagels.
- Leah likes that the bulk bagel prices are less than the pre-packaged bagels.

5. Board President Report – Reported by Colin

a) Strategic Planning Update

The Visions & Goals committee met and decided on how they will structure the draft Strategic Plan to present to the General Manager.

b) Ben & Jerry's Update

Sales have dropped in both stores since information was posted about the boycott. Merchandising is still working on a replacement product once all the Ben & Jerry's is off the shelf.

c) Putting up Posters in Stores

A few months ago the board approved putting up “Justice for Josiah” posters in the stores.

- Cheri- talked to a shopper involved with “We Are Your Community.” They are putting posters up in businesses around Arcata. They had gone to the Arcata Co-op to put up a poster and were disheartened by the response they received from customer service.
 - o Melanie – There is a policy in place for how to handle requests of this type. I would like to discuss this further with the board. I've been trying to contact the group but have not gotten a response. They are currently busy with an event they are coordinating this weekend. I'm hoping to hear back from them after their event. Melanie directed the Co-op to help the group financially through their GoFund me campaign.

- d) AB 2909 – Poultry Producers: Small-scale producers and California Retail Food Code
This is a bill in state legislature to make it easier for small poultry processors to sell product to retailers and be able to hire labor to process chickens.

ACTION: Leah will write a letter endorsing AB 2909. It will either be voted on by email or at the June agenda.

e) Board Correspondence

Protein Powder

Patrick Carr emailed the board about a recent study that found heavy metal contamination in protein powders, including vegetable based and organic products.

- Mary Ella – appreciates finding out about this.
- Cheri – Garden of Life, owned by Nestle, has the poorest score of all the products tested.
- Melanie – something similar to this came up with baby formula a few years ago. At that time, we posted signs next to the product to educate shoppers.
- Ed – article says detectable levels, but no where does it say there is a danger. There are no numbers. Lead is everywhere. It's in our produce as well.
- Cheri – it would be good to look into this further. We have large displays for protein powder in stores.
- Mary Ella – we should post information for consumers to know what they are purchasing.
- Roger – suggests asking Patrick Carr if he could help with providing more information.

ACTION: Colin will contact Patrick to ask for his assistance, as well as invite him to the MAC meeting.

Raw Milk

We've received correspondence from Cindy Ashby (local) and Mark McAfee from Organic Pastures Dairy (Fresno). They would like the Co-op to endorse their ballot initiative and support them by allowing instore signature collections to make raw milk legal to sell in Humboldt County.

- Colin – we don't have a measure to see so there is nothing we can vote on.
- Ed – does not like Organic Pastures Dairy. They have a bad reputation as a business.
- Since the board is not voting on this, their option would be to table outside the door of the Co-op.

ACTION: Colin will respond to Mark McAfee.

6. Racial Equity Planning – Reported by Melanie

Melanie spoke with Diversity Consulting – recommended by Ron White. A proposal was reviewed by the board. This would include interviews with board, retail staff and the management team to assess needs and next steps. Those who self-identify as a person of color are encouraged to participate. This includes gathering baseline data on our organization. We would find out what we need to do as an organization to move forward, including setting goals, racial equity training, etc.

- James – the key word is “self-identify as a person of color.” Does the facilitator have ideas of how to accomplish this?
- Colin – I think we can post this in breakrooms in a way that allows employees to volunteer to be involved.
- Keanu – suggests having supervisors bring it up to their teams. I wouldn't feel put off by it.
- Colin – the goal should be to make it clear that everybody is welcome to participate and that nobody is required to participate. A good way to reach out is to emphasize “people who are interested in diversity.”
- Cheri identifies as mixed race and is willing to participate as a board member.
- Colin is available to participate if needed.

7. California Cooperative Conference Debrief – Reported by Colin, Leah and James

- Colin – we spent a lot of time in the car going to San Diego. We visited two co-ops during the trip. The trip gave me ideas for agenda items for the Policies & Procedures Committee; 1) create a cyber security policy for the Board Policy Manual, 2) add director indemnification language to the Bylaws, 3) look into policies relating

to employee longevity - incentives to reduce turnover, and 4) add language about supporting other co-ops to the Bylaws.

I would like to see board meeting reforms, such as a consent calendar and eliminating committee reports unless there is a specific item to report. Non-controversial items needing a vote should go on the consent calendar. We should eliminate the general summary of the GM report and just have a Q&A. In terms of financials we should start getting a cash flow statement.

ACTION: Colin will work with Emily to create a consent calendar for the next board agenda.

Topics that Colin would like to discuss at future board meetings include:

- How to develop new projects
 - Discussion about board and management team training
 - Discuss apprenticeship for those interested in becoming officers
 - Discuss having a business plan and a cooperative plan
-
- James – went to a lot of legal and tax related workshops and has great information to convey to Melanie and Brandy. We could allow members to invest in other co-ops through our co-op using D-shares. The D-share would be a revolving loan fund. This could be discussed at the Finance Committee.
 - Leah – the conference had plastic forks.

8. Committee Reports/Motions

8a. Member Action Committee (MAC) – Reported by Mary Ella

No members attended the April MAC meeting. We had a great conversation about member engagement and volunteer ideas. This includes creating gleanng teams to work for the Food Bank, personal shoppers, and finding a way to bring Co-op members together virtually.

8b. Earth Action Committee (EAC) – Reported by Leah

Discussed energy upgrade potentials. Transportation surveys will start in June.

{ 5 MINUTE BREAK }

8c. Nominating Committee (NC) – Reported by Cheri

Reviewed election material content.

Motion: Update the Board Orientation section of the Board Policy Manual to state that the Nominating Committee Chair or their delegate is responsible for coordinating the board orientation.

Cheri moved, 2nd from Ed, Motion passes (7/0/0).

9. General Managers Report - May 2018 – Reported by Melanie

- Eureka Zagster is moving forward to be on 4th street.

March Finance Review

- Colin - would like to see sales compared to previous year and budget.
 - o James – this is done for the quarterly reports for finance committee. We should work on making the monthly and quarterly comparable.
 - o Melanie – monthly reports are difficult to generate in a timely manner for the board.
 - o Colin – looking for trends. It would be nice to look back five years to see trends. Perhaps we could see a chart to identify trends for 16 trailing quarters. The board agrees that if monthly figures aren't telling us much we should stop doing them.
- Mary Ella – wants to know why Workers Comp went up and what is happening with our tax liability?

ACTION: Melanie will look into these things.

- Colin – accounts payable shows a 40% change from previous year.
 - o Melanie – this has to do with invoicing, managing cash flow, the amount of inventory.
- Melanie – the % increase/decrease graph is not correct. We are most likely not below sales compared to budget. Eureka is closer to flat to budget and Arcata is closer to 1%.

Motion: Accept the May 2018 General Manager Report.
 James moved, 2nd from Ed, Motion passes (7/0/0).

10. Member Comment Period

- Keanu recommends talking to the Arcata Theatre about serving vegan pizza.
- James – talked to a member who shared that they care most about the people that work at the Co-op.
- Keanu – reports that the Arcata deli is much happier than a year ago.
- Madison Wisconsin has a group health cooperative.

11. New Business (items for next agenda):

- AB2909 letter (action)

Consensus reached to adjourn the May 3, 2018 meeting at 8:14pm and move into Executive Session.

Minutes by Emily Walter



North Coast Co-op
Board of Directors Executive Session Minutes
May 4, 2018
Ten Pin Building – 793 K Street, Arcata

Present at the meeting:

Board Members: Colin Fiske (Board President), Robert Donovan (Vice President), Leah Stamper (Secretary), James Kloor (Treasurer), Cheri Strong, Ed Smith, Mary Ella Anderson

Absent Board Members: None

Approved guests: Melanie Bettenhausen

No reportable action this month.

Executive session ended at 9:09pm

Reported by Leah Stamper



Board of Directors
Special Meeting Minutes
May 29, 2018
Ten Pin Building – 793 K Street, Arcata

Present at meeting:

Board Members: Colin Fiske (Board President – via phone), Robert Donovan (Vice President), Leah Stamper (Secretary), James Kloor (Treasurer), Cheri Strong, Ed Smith, Mary Ella Anderson

Absent Board Members: None

Co-op Employees: Melanie Bettenhausen, Emily Walter

1. Welcome/Agenda Review and Approval

Meeting was called to order at 5:58pm by Robert.
The agenda was approved by consensus.

2. Executive Session – 6:00pm

Action was taken on personnel matters.

Executive session adjourned at 6:45pm

3. Co-op Finances

Can we create a hiring committee to help with filling the Controller position?

ACTION: Melanie will check with HR about this.

There was discussion that the Board President should be an authorized signer on all Co-op bank accounts. He needs to be added to the Redwood Capital Bank account.

ACTION: Emily will add this to the June board meeting consent calendar.

4. Meeting Adjourns

Consensus reached to adjourn the May 29, 2018 meeting at 7:01pm.

Minutes by Emily Walter