



North Coast Co-op
Board of Directors Meeting Minutes
May 4, 2017 – Ten Pin Building – 793 K Street, Arcata

Present at meeting:

Board: Mary Ella Anderson, Colin Fiske, Robert Donovan, Ed Smith, Leah Stamper, James Kloor and Cheri Strong

Staff: Nicole Chase, Melanie Bettenhausen, Lauren Faucett, Michelle Sanders, Austin Wright

Member-owners: Roger

Meeting was called to order at 6:05 pm by Leah Stamper at the Ten Pin. Participants introduced themselves.

Agenda Review:

MOTION: Move to approve the May Board agenda, as amended.

Comments

Add approval of shareholder disclosure document and confidentiality agreement

- Approved by consensus

Motion passes 7/0/0

Approval of the Minutes:

MOTION: Move to approve the April 2017 Board meeting minutes.

Comments:

- Approved by consensus

Motion passes 7/0/0

Member Comment Period:

- Roger comments that he got the packet a week in advance!
- He thinks we should have had signs explaining the refrigerator disaster
- Movie poster looks great!
- Mary Ella- went to racial equity meeting at Portuguese Hall- good first meeting; glad to see the Co-op present in this meeting. Co-op needs to be a part of the conversation around racial equity. She hopes we can make some progress in this area in our community

Net Zero Impact Plan for Eureka Remodel (presentation by Juliette Bohn):

- Juliette presented an overview of the draft net zero action plan as a powerpoint
- Her hope is it will be doable for staff, not too labor intensive
- We need to establish a baseline, then collect data before, during and after the remodel and compare to see how we are doing
- Assess our impact and then find creative solutions to mitigate our impact
- She went over the metrics- how are we measuring/tracking our progress? May need an onsite scale to track our waste, recycling, compost, garbage; She likes to track by percent change
- Each metric can be tracked individually or net (for example, energy – you can track electricity or natural gas separately or the overall net impact from both together)
- Not tracked in her metrics- fresh vs. frozen fruits & veggies which is hard to track and difficult to control

Questions for Juliette:

- James asks if this is for both stores or just Eureka. Juliette states that this plan is specific for Eureka remodel. However, whatever measures we track in Eureka will also be tracked in Arcata
- Colin asks about both upstream and downstream impacts – Juliette focuses on what we can measure and what is in our control vs. what we don't have control over (waste that people take home)
- She also reminds us that once we hire a sustainability coordinator we can track a lot of categories – not necessarily as part of the net zero impact plan, but can still be a goal for us; maybe adding a 'social impact' category or 'community impact' category

- The board wants to positively impact shopping habits – to encourage more people to make choices that have less impact (bringing in durable containers, more bulk and fresh produce, durable bags at check out)
- Many different ways to mitigate energy consumption – LED’s, solar, less space heaters, etc...
- Colin wants to separate energy emissions from greenhouse gases; there are other impacts of energy consumption besides just greenhouse gas emissions
- Natural gas usage is likely to go up when we start washing more dishes
- Roger – states the impact from how far away some of the food is traveling to get here should be included in this plan; Juliette states that this can be tricky to track- for instance, sometimes food coming from further away in a large quantity can actually have less of an impact than something traveling from less distance but brought in by a smaller truck with poor gas mileage.
- Juliette says sticking with metrics that can be measured very specifically and precisely is key
- Mary Ella asked if this has been done before- yes, to different degrees; she also asks when we revisit our progress and Juliette says we will be continually looking at the data and tracking progress. Good to give it a year and then every year after that
- Colin is looking at sustainability for the long-term
- Ed likes the metrics as they are now – he said comparing percentage of bulk items sold or percentage of local products sold does not necessarily give us the information we need; The general consensus is that these are important items to track, but not necessarily for the net zero impact plan from the deli remodel.
- Juliette recommends adding an ‘ancillary impact’ to track these measures/factors as a possibility
- The sterilizer will increase water/hot water usage, but reduce the throwaway containers
- Melanie states that she sees the Sustainability Coordinator will be delving deeply into these issues. Even if it is not a part of this impact plan, we will still be tracking these measures and assessing our progress
- Juliette congratulates the Co-op/board on their commitment to sustainability and the fact we are looking at it and care so deeply about how we as an organization, and our shoppers, are impacting our community
- James asks if there is weighting to the measures – do some measures have more impact than others?
- Some discussion on if we are trying for a zero impact for each individual measure, or if we are looking at the project as a whole; if one area goes up, and another goes down substantially, does that balance out?
- It was agreed that the ‘social impacts’ would be included in the sustainability report, not in this plan, but that the measures will be tracked and will be worked on.

Board President Report:

- Board retreat report: The board and management team met for a retreat on Sunday, April 30th
- They are working on a date for another retreat which was going to be scheduled in June, but instead
- Melanie proposed they meet in July. Melanie would like it to be on a weekday – possibly a Thursday. Melanie will send out a doodle poll

BIG, Set next meeting date:

- Put on August Board Agenda

Committee Reports/Motions:

• **Member Action Committee:** Reported by Colin

- the committee wants to incentivize the use of durable goods by giving a 5-cent credit for reusing plastic bags and a 10-cent credit for bringing a durable container
- Melanie says that is an operational issue and if the board want to make a recommendation it should be something like, “incentivizing the use of durable containers”

Motion: Move to direct staff to find ways to incentivize the use of reusable bags and containers and particularly durable bags and containers

Policy and Procedures Committee: Reported by Colin Fiske.

- Need to update board member's names on shareholder disclosure document
- We made corrections/clarifications to the shareholder disclosure agreement; no major changes made

Motion: To approve the recommended changes to the Shareholder Disclosure Document including updating the names of the board members (as outlined in Board Packet)

Colin/Mary Ella

Motion passes 7/0/0

- PPC made some revisions to the confidentiality agreement. Specifically, it was changed from an Executive Session Confidentiality Agreement to just a Confidentiality Agreement. Everyone agreed that confidential information needs to remain confidential even if it was not in Executive Session

Motion: To approve the revised confidentiality agreement (as outlined in Board packet)

Colin/Ed

Motion Passes 7/0/0

- PPC also discussed what happens when a member dies on a multi-person membership. Nic explained the process. There was some discussion if the membership should be terminated. In our bylaws it states that membership is terminated upon the death of a member
- There is no language included in our bylaws for multi-person memberships
- John Luca brought up the point that we need to know if they are tenants in common or joint tenants?
- Consensus was there is a need to consult with an attorney to ensure we are following our bylaws.

Motion: Direct staff to consult legal counsel to make sure we are following our bylaws and dealing with the death of member on a multi-person membership in a legally appropriate way

Colin/Leah

Motion Passes 7/0/0

Nominating Committee: Reported by Ed Smith

- No video statements this year
- Time commitment number of hours changed from 10-12/month to 10-20/hours a month to accurately reflect the amount of time it takes to serve on our Board of Directors
- Leah's name needs be taken off the employee application as the NC chair and replaced with Ed
- Add the date of AMM to the timelines
- Candidates need the code of conduct to be included in the packet

Motion: Move that we approve the election materials and timeline with the suggested changes

Ed/Colin

Motion Passes 7/0/0

Earth Action Committee: Reported by Leah Stamper.

Focused on reviewing the net zero impact plan; detailed discussion similar to tonight's presentation
No EAC in May, next meeting in June

No recommendations

General Managers Report April, 2017: Presented by Melanie, highlights include:

- Everyone had a chance to read Melanie's report. She asked if anyone had questions
- Question about Valley Inventory – Melanie states they were falsifying information and we are looking for another company to audit our inventory accounting. Board wanted to know if they are giving us a refund. Melanie states we did not pay for the Eureka inventory.
- Question about structural issues at the Arcata store – Melanie says we have no documentation that there are structural issues in the Quonset hut.
- We are looking at the needs of the Arcata store, and after the refrigeration meltdown last week, we may to shift our priorities. This is being looked into.
- The report mentions that we are expecting updates soon on the Eureka roof as well as the Pro Forma. Colin asks if we need to set a special board meeting. Brandy is working on the Pro Forma. Melanie does not want to set a date until we have all the information. Probably will not happen before the June board meeting
- CAP program review- Nic reported on progress with CAP; program is full! 51 people enrolled – 30 new members were enrolled and 21 existing members were enrolled. So far, it's going well!

Motion: Approve the April, 2017 General Manager's report.

Ed/James

Motion Passes 7/0/0

New Business (items for next agenda):

- NCG member agreements
- Racial equity statement? Does the board want to adopt a statement?

Board Correspondence: None received since last month

Member Comment Period:

- Roger: Glad Nic could answer questions about CAP

Consensus reached to adjourn the April 6, 2017 meeting at 8:31pm and move into Executive Session.

Minutes by Nicole Chase



North Coast Co-op
Board of Directors
Executive Session Minutes
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Present at the meeting:

Board: Mary Ella Anderson, Colin Fiske, Robert Donovan, Ed Smith, James Kloor, Leah Stamper and Cheri Strong

Approved guests: Melanie Bettenhausen.

No reportable action this month

Executive session ended at 9:50pm

Reported by secretary, Colin Fiske