



North Coast Co-op
Board of Directors Meeting Minutes
November 2, 2017
Ten Pin Building – 793 K Street, Arcata

Present at meeting:

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

Absent Board Members: None

Co-op Employees: Melanie Bettenhausen, Emily Walter, Laurie Talbert, Vince Graves-Blandford, Lauren Fawcett, Rebecca Lusa, Austin Wright

Member-owners: Roger, Lisa Blandford, Rob Holmlund, Nicole Chase

1. **Welcome**

Meeting was called to order at 6:00pm by Leah Stamper at the Ten Pin.

2. **Agenda Review**

Motion: Approve the November Board agenda.
Approved by consensus - Motion passes

3. **Approval of the Minutes**

Motion: Approve the October 5, 2017 board meeting minutes.
Approved by consensus - Motion passes

4. **Member Comment Period**

Roger shared a drawing that was created at the Annual Membership Meeting (AMM). Noted a low attendance of non-management Co-op employees. Roger would like to see employees encouraged to attend the AMM, going so far as to shut down the store.

5. **Board President Report** – Reported by Leah Stamper

a) Report on Annual Membership Meeting (AMM)

There were 121 attendees at the AMM this year. Previous year had just under 100 attendees. Leah thanked the staff for their effort coordinating the event.

b) Review Officer Descriptions/Vote New Officers

The board reviewed new officer descriptions to be kept in the board binder as a guide to offices.

- Colin mentioned that the Secretary description mentioned “sec. prepared to assume the leadership role in the absence of the President and Vice President. He doesn’t believe this is an actual policy of the Co-op.

ACTION: Emily will look into this and remove the language if not a policy.

Motion: Approve the Board slate as follows:

President – Colin Fiske

Vice President – Robert Donovan

Secretary – Leah Stamper

Treasurer – James Kloor

Nominating Committee Chair – Mary Ella Anderson

Approved by consensus - Motion passes

c) Board Correspondence – reported by Colin

Board attorney Van Baldwin, on his own, is planning to send a letter requesting a change in state law about co-ops. Colin is not sure it would affect the North Coast Co-op directly. If the board disagrees with the letter, now would be a good time to give feedback. The board had no feedback.

d) Confidentiality Agreement

The board reviewed a confidentiality agreement that is given to Co-op employees. Does it make sense for the board to sign this confidentiality agreement?

Colin – PPC discussed a similar confidentiality agreement a couple of years ago.

ACTION: Put this as an agenda item at the next PPC meeting.

6. FY17 Audit Report – Reported by Melanie

The board received the final audit report. The final report still has “draft” stamped on it. That was all Melanie had at the time to disperse to the board, but she now has an updated version without the draft stamp.

ACTION: Melanie will send out final audit again, this time without the draft stamp.

ACTION: The board would like the Finance Committee to discuss how the next auditor will be chosen.

7. Strategic Planning – Reported by Colin

The first strategic planning organizing meeting took place the last week in October. The group will be meeting again soon to put together final proposal to the board. Current idea is to hold a big event with lots of members, gathering input and at that meeting vote to have several members serve on the strategic planning committee along with staff and board. The Strategic Planning committee will work with the GM and bring a final plan to next years AMM.

- Mary Ella – why do we spend so much time on creating a strategic plan and not spend time discussing it at board meetings?
- Colin – agrees that it’s a challenge to report on rubrics for the current strategic plan. He would like to create the next strategic plan in a way that would be easier to report/follow.
- Melanie – the strategic plan has been reported on in the Co-op News and other ways outreach avenues. The strategic plan guided where staff spent time and where resources were devoted. She would like to see the strategic plan guide the entire business.
- Mary Ella – disagrees with Melanie. Would like to see an agenda item at every board meeting to check-in on the strategic plan.
- Colin – there was a time when he was pushing for the general manager report to be structured, including reporting on strategic plan goals. Part of the problem is that the current strategic plan doesn’t focus on the operational side of the business. Thus, this time he would like to integrate the operations with the values of the business.

ACTION: Leah will participate at the next strategic planning meeting on the 9th.

8. Committee Reports/Motions

8a. Nominating Committee (NC) – Reported by Ed

We had a valid election with 378 valid ballots. James received 334 votes and there were three additional write-in candidates. Cheri received 346 yes votes and 18 no votes. Single membership had 242 yes votes and 110 no votes.

- Leah – do we know how many voted at each location?
- No, we do not count the ballots gathered in each location.

Motion: Accept the election votes as voted by the membership.
Motion by Colin, 2nd from Leah, Motion passes (6/0/1). James abstains.

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

Kash Boodjeh attended the October EAC meeting to discuss the Arcata Parking lot and some ideas he had come up with several years ago to improve the parking lot. The conversation will continue at the November EAC meeting.

- Mary Ella – City of Arcata discussed the upcoming Zero Waste Day on Nov. 15 at their meeting this week and acknowledged the Co-op’s participation.

8c. Policies & Procedures Committee (PPC) Update – Reported by Colin

We adopted a maintenance of membership rolls policies about a year ago to address issues of members on our accounts that are no longer “members.” The PPC is proposing to address single membership issues and request members to designate a beneficiary. These discussions will continue at the next PPC meeting on November 15. Now that single membership has passed, we’re on the road to cleaning up our membership database. Part of the outreach to members will be to encourage existing members to transition to single membership.

- Melanie- our attorney has helped a different co-op implement a single membership policy. This will educate members what their member rights are.
- James – suggests having a check box that says donate back to Co-op as the beneficiary.

8d. Member Action Committee (MAC) – Reported by Colin

At the October MAC meeting the group discussed the upcoming Co-op Access Program (CAP) 6-month survey. A new member attended who was interested in the racial equity statement and helping implement strategies.

10 MINUTE BREAK

9. General Managers Report - October 2017 – Reported by Melanie, highlights include:

Remodel

- Melanie has been talking with John V. about the remodel to work out all the details. Construction cost has gone up because of added projects including moving the employee bathrooms.
 - o Colin – how did the bathroom model get included?
 - o Melanie – these extra project costs were not supposed to be included in the remodel budget. They were supposed to remain separate, but it would now set us back at least six weeks to modify all the plans. This would include a set-back on getting financing.
 - o James – can we elect not to do these extra projects once the remodel starts?
 - o Melanie – yes
 - Mary Ella – what are our back-up strategies if we run out of money during the remodel?
 - o Melanie – happy to discuss strategies during the executive session
 - Melanie – we have hired extra staff for the remodel but now the remodel is postponed. These extra staff are now well trained and are already implementing improvements in both delis. The staff are quality and we would like to remain employing them even with the postponed remodel. With increased deli staff sales have been up in Arcata and prepared food sales continue to increase. Lauren is working on implementing the new grab-n-go pizza deli item early to improve deli sales now, implementing the extra deli labor, prior to the remodel. Melanie requests that if the board thinks they no longer want to do the remodel, that decision needs to be made now so that the extra deli employees can be let go.
 - Melanie – there is a new change in that financing will be a USDA loan and an equipment financing loan. We will need approval from the board to sign the equipment financing loan.
 - o Cheri – who is the 3rd party the USDA is using for their market study?
- ACTON: Melanie will respond to Cheri’s question via email.
 ACTION: Melanie will have the letter for equipment financing, updated proforma and review of scope of project at the Finance Committee meeting on Nov. 16. Following review of these documents, the board should decide how they would like to move forward.
- James – what is the likelihood of receiving financing in next 6-8 weeks?
 - o Melanie – likely. If we push off decision till the 16th it will be a minimum of 4 weeks following that date.
 - o Colin – interested in holding a special meeting before the 16th in order to keep this moving without delays.
- ACTION: Melanie will email updated Proforma as soon as it’s available.
 o Colin – once the board receives the proforma it can be discussed via email

Miscellaneous

- We are down to one morning guard in Eureka. We are working to get replacement guards to fill in the contracted schedule, especially with the holidays coming up.
- Vince noticed more green hand baskets missing/being taken from stores. He's ordered more backup baskets.
- Having a fully staffed maintenance department has been great and has kept equipment running, helping to correct minor issues before they can become big problems.

Motion: Approve the October General Managers report.
Motion by James, 2nd from Ed, Motion passes (7/0/0).

10. Eureka Development Report – Reported by Robert Holmlund, Director of Economic and Community Development Services, City of Eureka

- Robert gave a PowerPoint presentation about developments taking place in Eureka, targeting those in the general neighborhood around the Eureka Co-op. Robert discussed different zoning around the Co-op and the types of development that's allowed in the different zones.
- Looking for \$500 sponsors to cover the cost of painting a utility box in Eureka as part of a beautification project.

What can the City of Eureka do for the Co-op?

- Secure parking
- Bringing more residencies to the area near the Co-op
- Better non-motorized access

The zoning code update meeting is Nov. 28, 6-8pm at the Wharfinger building.

Robert would be happy to come back and talk more about Eureka parking/transit.

11. Member Comment Period

James shared that a member of the Co-op hopes that the deli remodel will be serving healthy foods.

12. New Business (items for next agenda):

None

Consensus reached to adjourn the November 2, 2017 meeting at 8:41pm and move into Executive Session.

Minutes by Emily Walter



North Coast Co-op
Board of Directors Executive Session Minutes
November 2, 2017
Ten Pin Building – 793 K Street, Arcata

Present at the meeting:

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

Absent Board Members: None

Approved guests: Melanie Bettenhausen, Robert Holmlund

The board discussed real estate and competition. No actions were taken.

Executive session ended at 9:35pm

Reported by Colin Fiske



**North Coast Co-op
Special Board Meeting Minutes
November 16, 2017 – Ten Pin Building – 793 K Street, Arcata**

Present at meeting

Board: Colin Fiske (President), Robert Donovan (Vice President), James Kloor (Treasurer),
Cheri Strong, Mary Ella Anderson

Absent Board Members: Ed Smith, Leah Stamper (Secretary)

Staff: Melanie Bettenhausen, Emily Walter

1. Welcome

Meeting called to order at 8:25pm by Colin Fiske.

2. Vote on updating check signers in Eureka.

MOTION: Move to authorize the following on Eureka store account #810:

- New check signer Shiann Davis
- New check signer Carrie Norris
- Update name of check signer Allana LaBelle (Cooke)
- Remove check signer Lori Wilkins
- Remove check signer Lisa Pettitt

Motion by James/ 2nd from Colin, Motion passes (5/0/0)

3. Vote on authorization of who can indebt the Co-op.

MOTION: Authorize General Manager Melanie Bettenhausen the ability to indebt the North Coast Cooperative Inc.

Motion by James/ 2nd from Mary Ella, Motion passes (4/0/1), Cheri abstains.

4. Meeting adjourns

Meeting adjourned at 8:30pm

Minutes submitted by Emily Walter