



North Coast Co-op
Board of Directors Meeting Minutes
February 4 2016 - Co-op Community Kitchen – Arcata

Present at start of meeting:

Board: Jeremy Cotton, Dave Feral, Colin Fiske, Leah Stamper, and Cheri Strong

Staff: Melanie Bettenhausen, Kelli Costa, Lauren Fawcett, Mark Hubbard, Lisa Landry, Austin Lightfoot-Wright, Ron Sharp, Ed Smith, Alisha Stafford, Duncan Thomas, Kevin Waters, and Bella Waters

Member-owners: Roger, Mary Ella Anderson, Brenda Harper, Alec Howard, John Lucas, Amanda Wright, Jessica Unmack and Nicole Waters

Meeting was called to order at 6:00pm by Director Dave Feral at the Co-op Community Kitchen. Ground Rules reviewed, participants introduced themselves and answered the question “What does cooperative ownership mean to you?”

Agenda Review: Two items added: Member Action Committee’s discussion about member volunteers will be discussed during GM report and Executive Session will also include competition.

MOTION: Move to approve the agenda as amended. Stamper/Strong	MOTION PASSES	5/0/0
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Member Comment Period:

- Lisa Landry. Concerned about Policies and Procedures Committee’s Board Candidate Qualification recommendation regarding previous employees and timeframe for when a fired employee could run for the board. She recommends that previously fired employees not be allowed to run for the board as the board would not be aware of the confidential reasoning behind the firing. PPC will review her concerns at their next meeting.
- Austin Lightfoot-Wright. Need more minutes available.
- Roger. Good news that more printed packets are needed. Saw board members tabling in front of Arcata reminding members to attend the Board meeting. Remind all of the Food Summit event on Feb 27th.
- Alec Howard. Presented his project on reducing single use paper cups by way of the Mug Library. Discussed the process and is open to any level of participation by the Co-op. Director Dave suggested he present a proposal to the Interim General Manager or Store Manager.

Approval of the Minutes: Director Colin noted the start time for Executive Session is incorrect. All agreed on adjusting to 8:11pm.

MOTION: Move to accept the January 14, 2016 Board meeting minutes as amended. Strong/Fiske	MOTION PASSES	5/0/0
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Approval of Email Action re: Board vacant seat process: Director Dave reviewed the record of vote by email in which the board members voted unanimously on the process for filling the two currently vacant board seats and approved the proposed list of desired qualities for candidates that were included in the January board packet. All directors signed the record of email vote.

Board President Report: Director Dave reported that the Board will discuss the GM hiring timeline during Executive Session tonight and make announcement at March Meeting. Reviewed the process for filling the vacant board seats.

Annual Membership Meeting Date: Director Leah asked to move this discussion until after the committee reports.

MOTION: Move to Annual Membership Meeting date discussion to 11c on agenda. Cotton/Strong	MOTION PASSES	5/0/0
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Co-op Newsletter update: Melanie reported that staff are looking at ways of reducing paper and setting goals. Would like to make announcement that the Co-op News will no longer be directly mailed unless members ask to be on the list. Board discussed concerns of losing readership, incentives for people to shift to paperless, engaging members in

conversation, plans for easier readability on website. Staff would like to survey members for feedback and Board is in agreement of that direction.

Shareholder Disclosure Document review: Kelli reviewed purpose and importance of the document. Director Colin asked if there's a plan for B share limit. Kelli noted that an increase in any of the shares can be done while updating the Securities Permit, but important to manage the liability out there and not be overextended. Pieces of the document could be used on the website as the content is nice summary of the business and should not be limited to only C share investors.

MOTION: Move to approve the updated Shareholder Disclosure Document.

Fiske/Cotton

MOTION PASSES

5/0/0

Code Review: No items were brought forward as needing to be reviewed.

Committee Reports:

Policies and Procedures Committee: Committee Chair Colin reviewed the January meeting and the issues Lisa Landry brought forward will be discussed at the next PPC meeting so no recommendations at this time. Colin noted that there will probably be bylaw changes proposed for this election cycle and will have member outreach/education ahead of time. Proposed changes need to be reviewed by an attorney, who is yet to be determined.

Nominating Committee: Committee Chair Leah reviewed the January meeting and main discussion points: placement of voting stations in stores, need for tabling policy and 2016 election timeline. Committee discussed having the Annual Membership Meeting during the election for a number of reasons: members can meet candidates, promotes voting, serve as candidate forum, etc. Committee did not discuss conflict with proposed bylaw change that the Policies and Procedures Committee is working on – board terms begin and end at the Annual Membership Meeting. Details of the election can be worked on at Committees, need to set the Annual Membership Meeting date. Melanie noted staffing concerns if the meeting is too early in October due to Pumpkin Patch. Close of election date should be at least a week prior to November 1st due as bylaws allow for a week extension of the vote if no quorum is reached. PPC and Nominating Committee will have a joint meeting to work out details, election timeline and potential bylaw changes.

MOTION: Move to set the Annual Membership Meeting date to be October 22, 2016

Stamper/Strong

MOTION PASSES

5/0/0

Interim General Manager Report: Ron Sharp reviewed his February report. Discussion included:

- Member Action Committee's discussion of member volunteers. Ron will try to attend next MAC meeting to answer questions and reduce duplicating efforts.
- Food Summit will be a great event and staff are encouraged to attend.
- Eureka landlord hired a company to repair roof leaks and that company will present long term solutions for main problem areas.
- Director Colin requested that the GM report be organized by strategic plan updates.
- Reviewed succession plan for retired Consumer Education Coordinator Brenda Harper and currently in process of looking at the Marketing Department as a whole.

MOTION: Move to accept the February Interim General Manager's report.

Cotton/Stamper

MOTION PASSES 5/0/0

Member Comment Period: Topic discussed was:

- Board meeting streaming. Staff will research options and financial impact for streaming of board meetings.

Consensus reached to adjourn the February meeting at 8:10pm and move into Executive Session.

Minutes by Bella Waters



North Coast Co-op
Board of Directors
Executive Session Minutes
February 4, 2016 - Co-op Community Kitchen – Arcata

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Board: Jeremy Cotton, Dave Feral, Colin Fiske, Leah Stamper and Cheri Strong

Meeting opened to Executive Session at 7:37pm

It was report that the following action was taken during Executive Session:

1. The Board approved the following timeline for hiring a new General Manager:

- Develop hiring criteria & job description during the month of February.
- Approve hiring criteria & job description in March.
- Start advertising the job and spreading the word by April.
- Establish an application deadline of late May or early June.
- Interview finalists in July.
- Make a hiring decision in early August.

2. The Board voted to have Chair (Dave) and Secretary (Colin) coordinate with Van Baldwin to sign a contract for Van to provide legal services to the Board and its committees.

Action reported to Board Assistant by Board Secretary.