



North Coast Co-op  
Board of Directors Meeting Minutes  
March 3 2016 - Co-op Community Kitchen – Eureka

Present at start of meeting:

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

**Staff:** Melanie Bettenhausen, Lauren Fawcett, Mark Hubbard, Austin Wright, Ron Sharp, Ed Smith, Alisha Stafford, Kevin Waters, and Bella Waters

**Member-owners:** Roger, Mary Ella Anderson, Kelly Boehms, Bo Boyanov, Kelli Costa, John Davis, Brenda Harper, Peggy Leviton, John Lucas, Amanda Lightfoot-Wright, and Donna Wildearth

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 “Which of the three bottom lines (environment, fiscal and community) is the Co-op meeting and which one could the Co-op do better with?”

Agenda Review: agenda approved.

Approval of the Minutes:

<b>MOTION:</b> Move to accept the February 4 2016 Board meeting minutes. Fiske/Strong	<b>MOTION PASSES</b>	5/0/0
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Board President Report: Director Dave waved his President report but did announce a fundraiser on March 4<sup>th</sup> that his daughter is organizing “Cabaret for Camoapa”.

Candidate Forum: Facilitated by Director Jeremy the four candidates (Mary Ella Anderson, John Davis, Peggy Leviton, and Amanda Lightfoot-Wright) answered the following questions from the Board: What motivates you?; What do you think the Co-op’s role should be regarding its members and the broader community?; If chosen as a board member, with interest in environment and opinion on wanting to reduce the amount of waste we create, yet growing the Eureka store and expanding the deli, how would you tackle that?; Do you have any worries or concerns about joining the board?; How do you respond when people you’re working with disagree with you?

Member Comment Period:

- Member-owners had the opportunity to ask questions of the candidates. Questions asked were: Who are you and what do you do?; If chosen to be on the Board, what top two characteristics will you look for in a qualified candidate for the General Manager position?; Describe in the last three years what experience do you have in making the Co-op a stronger place by your participation?
- Donna Wildearth. Strongly encouraged the Board to consider reinstating the 10% senior discount. Suggested maintaining 5% senior discount for non-members, but 10% for members, which may encourage people to join. First priority of the co-op should be to the member-owners. Two weekly trips to the Co-op with Wellness Wednesday now, increasing her carbon footprint.
- Roger. Knows many dedicated activists who aren’t shopping at Co-op because of low senior discount. Purchased same bread at Eureka Natural Foods and it was cheaper there than at the Co-op.

Board Retreat Agenda: Director Dave reviewed the agenda and encouraged members and staff to attend. Kelly Boehms will be facilitating the afternoon conversation around communication and visioning for the future.

Committee Reports:

**Member Action Committee:** Roger highlighted key points from the February MAC meeting. Director Colin noted that the MAC has been working on the Co-op Access Program for a year and there’s a lot of positive feedback for the idea. Ron noted he’ll take to Management Team and provide input back to the Board and a timeline. Challenge will be in running financial reports due to CFO vacancy. Ron will provide an update at next Board meeting.

<b>MOTION:</b> Move that we recommend that Management look this [Co-op Access Program] over and see if there’s feasibility and whatever adjustments need to be made that they make them. Cotton/Strong	<b>MOTION PASSES</b>	5/0/0
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**Nominating Committee:** Committee Chair Leah reviewed the February meeting and main discussion points: trying to figure out election timeline for coming year, how long period would be and tabling policy.

**Policies and Procedures Committee:** Committee Chair Colin noted there was one recommendation from the February Policies and Procedures meeting. A question arose regarding fired employees serving on the board. The Committee left the qualification in but added that candidates have to disclose conflicts of interest, including any potential conflict relating to previous employment at the co-op. The Nominating Committee would have leeway to decide if that conflict is an overriding conflict of interest.

**MOTION:** Move to approve the recommended policy on qualifications for board candidates.

Fiske/Cotton

**MOTION PASSES**

5/0/0

Director Leah noted that at the PPC meeting there was extensive conversation about the election timeline. Annual Membership meeting will remain on October 22<sup>nd</sup>, but suggesting a change to the Board Policy Manual that would provide more flexibility in the election period. Currently the Manual states that the election period be mid-September to mid-October.

**MOTION:** Move to change the Board Policy Manual voting period to occur annually in the fall and be no longer than six weeks and no shorter than two weeks.

Stamper/Strong

**MOTION PASSES**

5/0/0

Director Leah also stated that the Candidate Forum should be its own event and separated from the September Board meeting.

**MOTION:** Move to recommend that a candidate forum be held in mid-September, separate from the September board meeting.

Stamper/Strong

**MOTION PASSES**

5/0/0

**Finance Committee:** Committee Chair Jeremy asked for questions on February meeting minutes. Director Colin noted that Jeremy was missing as present at the Finance Committee and asked for the minutes to be amended.

**MOTION:** Move to approve the Fiscal Year 2017 budget.

Cotton/Stamper

**MOTION PASSES**

5/0/0

**MOTION:** Move to approve the C share dividend rate (whole shares) to continue current interest rate of 2.00% APR for quarter ending June 25, 2016.

Cotton/Feral

**MOTION PASSES**

5/0/0

**MOTION:** Move to approve the February Finance Committee minutes as amended.

Cotton/Fiske

**MOTION PASSES**

5/0/0

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

- Arcata store testing RockBot as music option and if successful will roll out in Eureka store.
- Co-op Community Fund met today and agreed to fund the pumpkins for Pumpkin Patch, which will help the Co-op market CCF and make it more tangible for shoppers to understand and hopefully grow the fund.
- Sustainability Committee finalized 20 year statement of sustainability and has disbanded at this time. Director Colin noted that the Committee needs to continue in some form to continue work stated in the Strategic Plan. That Committee will be discussed at the board retreat.

**MOTION:** Move to adopt the 20-year Statement of Sustainability.

Strong/Fiske

**MOTION PASSES**

5/0/0

continued...

- Director Colin would like to discuss how the Co-op can be more proactive in finding and identifying gaps in locally available products and create a top priority list on what could be feasibly made locally. Ron interested in the idea and would like to brainstorm.
- Director Leah asked how to increase employee attendance at events like Food Summit. Ron noted that effort was made to invite staff, but not sure how to increase attendance.

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

Cotton/Feral

**MOTION PASSES** 5/0/0

Membership Purge: Melanie Bettenhausen reviewed the memo regarding potential membership purge. Director Colin voiced concerns regarding the confusion between the procedures for unclaimed property and the expulsion sections in the Bylaws. Expelling members and posting in newspaper do not apply, only apply if trying to escheat members abandoned property to the Co-op, which needs to be abandoned for three years. Melanie and Board Secretary will discuss concerns outside of the meeting by this time next week. Board agreed to approve this process in written consent once agreement has been reached. John clarified that the Co-op would be obligated to repurchase \$200-300k in shares.

**MOTION:** Move to go with Option 1: Non-Fair Share Memberships with no patronage in FY16 as of March 26, 2016.

Strong/Cotton

**MOTION PASSES** 5/0/0

Member Comment Period: Topic discussed was:

- Appreciate new music in Arcata.
- Senior discount continues to be discussed
- Extending second member comment period, which will be increased to 10 minutes starting in April.
- Appreciation for Food Summit work
- Candidates thanked

Consensus reached to adjourn the March meeting at 8:11pm and move into Executive Session.

Minutes by Bella Waters

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Board of Directors  
Executive Session Minutes  
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**Present at the meeting:**

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

Meeting opened from Executive Session to Regular Session.

There were two items from Executive Session to report on:

- (1) The Board is still working on the GM job description.
- (2) The Board appointed Mary Ella Anderson and Peggy Leviton to the two vacant Board seats.

Action reported to Board Assistant by Board Secretary.