



North Coast Co-op
Board of Directors Meeting Minutes
September 1, 2016 – Ten Pin Building – 793 K Street, Arcata

Present at meeting:

Board: Mary Ella Anderson, Dave Feral, Colin Fiske, Peggy Leviton, Ed Smith, Leah Stamper and Cheri Strong

Staff: Ken Baca, Alanna Cooke, Wendy Davis, Lauren Fawcett, Alisha Hammer, Mark Hubbard, Carrie Newman, Jess Russell-Yount, Nick Tyner, Bella Waters, and Austin Wright

Member-owners: Brenda Harper, Tim LaBelle, Jason Norris, Roger, and Karen Zimbelman

Meeting was called to order at 6:03pm by Director Dave Feral at the Ten Pin. Participants introduced themselves and ground rules were reviewed.

Agenda Review:

MOTION: Move to approve the September Board agenda.	MOTION PASSES	7/0/0
Fiske/Leviton		

Approval of the Minutes:

MOTION: Move to accept the August 4, 2016 Board meeting minutes.	MOTION PASSES	7/0/0
Strong/Stamper		

Member Comment Period:

- Mark Hubbard. Happy with management turnover at Co-op. Hope evaluations of both managers and deli managers will be looked at, especially a March 25, 2016 evaluation.
- Austin Wright. Asked for clarification on who HR Director is. Melanie noted that he can ask any manager and they can route him to the correct person.
- Mark Hubbard. Hopes that the new HR Director can listen to both sides of a story.
- Jess Russell-Yount. Would like update on deli remodel and when it will be available for department managers to review and provide feedback. Melanie responded that if the board approves phase one tonight more staff time will be invested in reviewing the plans.
- Karen Zimbelman. Concerned about change to single membership and feel its misguided, unnecessary and a bad idea. Has shared concerns with Director Colin and now see it’s on the Annual Membership Meeting agenda. Director Colin noted that it will not be voted on at the Annual Membership Meeting, just an opportunity for members to provide feedback.

Board Education: Revised Bylaw Q&A. Director Colin reviewed reasoning behind proposed changes to Section 5.05 – Terms of Office. This will allow for flexibility in Annual Membership Meeting and election schedule, plus remove lame duck problem.

Board President Report: Director Dave thanked Melanie for arranging time for the board and Management Team to be together, sang happy birthday to Leah Stamper and thanked Bella Waters for her service to the board as tonight is her last board meeting.

Deli Remodel: Director Peggy reviewed costs associated with Phase 1, which is ~\$167k, of which \$78k has to be paid regardless of approval. As a triple bottom line entity, board also wants GM to look at the community and environmental aspects of the project, such as providing more seating to develop a sense of ownership and participation with shoppers, net zero environmental impact, and reducing packaging. Concern about Arcata structural issues and deli challenges, Eureka lease, demographics, return on investment, and discussed incorporating other ideas into the plan (lighting, painting, beer/wine sales, purchasing policy, waste reduction methods). Board would like more transparency and input in the process. Melanie open to defining terms.

MOTION: Move to approve phase one of the deli expansion plan with stipulations already discussed.	MOTION PASSES	6/1/0
Anderson/Smith	Strong opposed	

Committee Reports:

Member Action Committee: Roger pleasant meeting. Guest speaker for September – Patty Clary from CATs.

Co-op Access Program Update: Director Colin reviewed the Co-op Access Program Pilot and ad-hoc committee deemed it feasible with exception of eliminating monthly \$10 gift card. Best guess budget is \$20k for pilot. Launch at start of FY18.

MOTION: Move to direct staff to move forward on designing and implementing Co-op Access Program Pilot to start at beginning of FY18, March 26, 2017.

Fiske/Leviton

MOTION PASSES

7/0/0

Nominating Committee: Director Leah noted that clarifications need to happen in Election section of the Board Policy Manual and Nominating Committee has 15 recommendations, of which one speaks to personalized buttons. Melanie noted in 3.a that Bylaw should be included with Section 4.13(c).

MOTION: Move to approve the 15 recommended additions and/or changes to the Election section of the Board Policy Manual.

Stamper/Strong

MOTION PASSES

7/0/0

Earth Action Committee: Director Peggy reported on the August meeting, with great presentation by Larry Pardi on transportation and Arcata bus system. Colin noted that city staff are recommending to the City Council to change city policy to allow for other factors to be considered in stop sign requests.

Policies & Procedures Committee: Director Colin reviewed the two recommendations from PPC, first of which is a policy to maintain the membership rolls. Policy hasn't been reviewed by legal, but based on advice received by board's attorney. Need to follow state laws. Melanie has received information from CPA that's different then what's presented. Board could approve policy and amend after reviewing that information. Newsletter policy states what the purpose of the newsletter is, key features and parameters for member-owner communication to editor.

MOTION: Move to adopt proposed Maintenance of Membership Rolls Policy as amended.

Fiske/Anderson

MOTION PASSES

7/0/0

MOTION: Move to adopt proposed Newsletter Policy as amended.

Fiske/Leviton

MOTION PASSES

7/0/0

Finance Committee: Director Peggy reviewed the August meeting and three recommendations:

MOTION: Move to approve the August Finance Committee minutes.

Feral/Smith

MOTION PASSES

7/0/0

MOTION: Move to approve a C share dividend rate (whole shares) to continue current interest rate of 2.00% APR for quarter ending December 24, 2016.

Leviton/Fiske

MOTION PASSES

7/0/0

MOTION: Move to appoint Chris Cople to the Finance Committee for one year term.

Leviton/Fiske

MOTION PASSES

7/0/0

BIG Follow-up: Director Colin discussed the BIG meeting and the three items that have been deferred: Co-op Business and Marketing Plans, long-term vision and security guards. Board would like plans presented around same time as draft budget. Both to be discussed at September BIG. Tracking system added to December agenda.

continued...

MOTION: Move to direct General Manager to present business and marketing plan on annual basis in coordination with fiscal year.

Fiske/Leviton

MOTION PASSES

7/0/0

Annual Membership Meeting: Director Leah reviewed the draft agenda.

MOTION: Move to approve the 2016 Annual Membership Meeting agenda.

Smith/Fiske

MOTION PASSES

7/0/0

General Manager Report: Melanie reviewed highlights of report. Discussion included:

- Five candidates for HR Director. There will soon be a lot of positions filled at administrative level, but still openings in delis and other areas. Co-op isn't alone in struggling to hire people.
- Stacking discount. Does not equal a 10% discount and staff will need to be prepared to answer why. Soft roll out happening now with a hopeful announcement in a month.
- Membership database. Not sure on timeline given Membership Coordinator departure. Staff need to be trained on entering in the new system.
- Candidate Forum. All directors will be present with exception of Peggy.
- Magazines. Wendy Davis documenting waste from magazines and have replaced some with books, selling a significant sales increase. Good partnership with Eureka books and in discussion with similar partnership in Arcata.
- Kevin Waters paying close attention to what's happening with ENF McKinleyville opening – thanks!
- Staff discussing ideas for retraining customers on not needing a plastic bag for each produce item.
- Repairing deli wall in Arcata.
- Director Colin would like membership summary to include net new members and asked if there's a plan for splitting Bella's job title into two positions. Melanie has been wanting to do that for a while, but no current plan in place.

MOTION: Move to approve General Manager's September report.

Fiske/Smith

MOTION PASSES

7/0/0

Member Comment Period: topics discussed:

- Lauren Fawcett. Thanked board for approving next phase on deli expansion. Has been working to improve conditions in both delis and bakeries.
- Alanna Cooke. Would like more information on the transition to single membership proposal. Director Colin invited her to a Policies & Procedures Committee meeting or to email him for more information.

Consensus reached to adjourn the September meeting at 8:18pm and move into Executive Session.

Minutes by Bella Waters



North Coast Co-op
Board of Directors
Executive Session Minutes
September 1 2016 – Ten Pin Building – 793 K Street, Arcata

Present at the meeting:

Board: Mary Ella Anderson, Dave Feral, Colin Fiske, Peggy Leviton, Ed Smith, Leah Stamper and Cheri Strong

Approved guests: Melanie Bettenhausen

Meeting opened from Executive Session to Regular Session at approximately 8:45pm

It was reported that there was no action taken.

Action reported to Board Assistant by Board Secretary.