



North Coast Co-op
Board of Directors Meeting Minutes
July 9, 2015 - Co-op Community Kitchen – Arcata

Present at start of meeting:

Board: Jeremy Cotton, Dave Feral, Kate Lancaster, Fred Moore, Cheri Strong, Steve Suttell and Jessica Unmack

Staff: Duncan Thomas, Kelli Reese and Bella Waters

Member-owners: Natali Alfandary, Mary Ella Anderson, Kash Boodjeh, Colin Fiske, and John Woolley

Meeting was called to order at 6:02pm by Facilitator John Woolley at the Co-op Community Kitchen and introductions were done. Ground Rules were reviewed.

Member Comment Period: no discussion

[Kelli Costa arrived 6:06pm]

Arcata Project: Kelli R. introduced architect and long term Co-op member Kash Boodjeh. Kash presented the potential issues with the Arcata Quonset Hut soil and foundation. Access to ground would be required to shore up existing slab, costing approximately \$30-\$40/sq. ft. (9,000 sq. ft. space). Not a safety issue, but a long-term maintenance issue and requires one to answer question of investing \$250k in improvements (dairy doors, registers, enclosing entrance, roof, ceiling, etc.) when floor needs fixed. Board discussed potential options, timeline, opportunities and challenges. Need further information and Board would like status updates in monthly General Manager report. Kash felt that November was reasonable for more information.

MOTION: To direct General Manager to work with Kash Boodjeh and Kelli Costa to come up with a timeline, framework, budget, and for General Manager to pursue what she needs to pursue with staff to get their input. Feral/Cotton	MOTION PASSES	7/0/0
---	----------------------	-------

Agenda Review: Dave noted PPC has an additional proposal for Board to review during the break.

MOTION: Move to approve the agenda as presented. Moore/Cotton	MOTION PASSES	7/0/0
---	----------------------	-------

Approval of the Minutes:

MOTION: Move to approve the June 4, 2015 Board meeting minutes Lancaster/Unmack	MOTION PASSES	7/0/0
---	----------------------	-------

Board President Report: President Jessica noted she was out of town and behind on two member correspondences, encouraged all to think about capable candidates for this year's election, contact Melanie Bettenhausen or Bella Waters if interested in writing article for Northcoast Regional Land Trust and encouraged directors to attend CBLD training in September.

Treasurer Report: Treasurer Kate turned over report to Kelli Costa, who said that she's expecting the audit report in two weeks. Very pleased with audit process and only a few findings: AP liabilities balance, accounting policies and procedures and consistent inventory process for both stores. Kate reported that the auditors, Wegner CPAs out of Madison, WI have expertise with cooperatives which is invaluable. Directors can request audit report prior to August 17th Finance Committee meeting.

[Break 7:06pm-7:14pm]

Committee Reports:

Policies and Procedures Committee: Committee Chair Dave reviewed the June Policies and Procedures Committee meeting, which he noted is an excellent group and the next meeting is August 12th at 4:30pm.

MOTION: To change the name of Administrative Code to Board Policy Manual. Feral/Unmack	MOTION PASSES	7/0/0
--	----------------------	-------

continued...

MOTION: Board approve the revised Written Correspondence Policy and include in Board Policy Manual.
Moore/Suttell **MOTION PASSES** 7/0/0

MOTION: Board approve insertion of Board-Member Linkage opportunities in Manual.
Feral/Cotton **MOTION PASSES** 7/0/0

MOTION: Board approve revised Board Meeting Packet Availability Policy and include in Board Policy Manual.
Moore/Unmack **MOTION PASSES** 7/0/0

Dave reviewed the July PPC meeting minutes and one recommendation. With interest in moving to online voting, PPC recommends a revision to Bylaw Section 4.13 so future paper ballots and online voting systems are congruent. Board discussed: co-op principle of one member, one vote needs to be clarified in bylaws, what cumulative voting is, and concept of only first person on membership having the vote based on honor. Dave suggested that the PPC's recommended changes be sent to legal counsel and then brought back to the Board in August. If then approved by Board, proposed changes could be sent to membership for a vote in this year's elections.

MOTION: That council looks at revision of Bylaw Section 4.13, determine its legality and then move forward from there.
Feral/Cotton **MOTION PASSES** 7/0/0

Member Action Committee: Cheri reviewed discussions from MAC June meeting: senior discounts, benefits exclusive to membership and facilitator position. Kelli R updated group on POS limitations that will not allow for changing senior discount day to any day of the week. Board discussed holding facilitator role discussion in regular session but conversations on the facilitator as a person to be held in Executive Session. Board will revisit facilitator discussion at a later date.

MOTION: To approve MAC June 17, 2015 meeting minutes.
Strong/Moore **MOTION PASSES** 7/0/0

Nominating Committee: Committee Chair Cheri noted that no completed applications for the board of directors have been received. Humboldt Area Foundation will send announcement out next week. Video recording of candidate statements has been lined up. Encourage all present to run for the board. Next Nominating Committee meeting is July 20th from 1:15-2pm.

GM Task Force Update: Kate reviewed the process with some minor changes to timeline. All board members received their confidential packet and online survey link will be sent out Friday morning, plus compilation of materials will be sent to Board prior to August 1st Special Executive Session. Evaluation process has greatly improved and Kate thanked Holly O'Neil, Steve Suttell and John Woolley for their support.

General Manager Report: Kelli R. reviewed her July report. Discussion included:

- Senior and member discounts are separated. Senior discounts average \$7,500/month.
- Both stores doing well with the challenges they are facing.
- Engaged Eureka deli staff in discussion on expansion of department to make best decisions for all.
- Revamped "What is a Co-op/Co-op 101" of the Employee Orientation. It's open to all board members to check it out. Next one July 27th at 9am and 1:30pm.
- Earthquake insurance is still in process.

MOTION: Move to approve the July General Manager's report.
Lancaster/Feral **MOTION PASSES** 7/0/0

Member Comment Period: Topics discussed were:

- Duncan Thomas. There is intrinsic value in the Arcata store proximity to town square and neighborhood value.
- Natalie Alfandary. New member and appreciated attending.
- Mary Ella Anderson. Requested facilitator job description to be emailed to her.

Consensus reached to adjourn the July meeting at 8:07pm to Executive Session.

Minutes by Bella Waters

North Coast Co-op
Board of Directors
Executive Session Minutes
July 9 - Co-op Community Kitchen – Arcata

Present at the meeting:

Board: Jeremy Cotton, Dave Feral, Kate Lancaster, Fred Moore, Cheri Strong, Steve Suttell and Jessica Unmack

Staff: Bella Waters

Facilitator: John Woolley

Meeting opened to Executive Session at 8:10pm

[Jeremy Cotton and Cheri Strong were requested to leave Executive Session on basis of conflict of interest]

Meeting closed from Executive Session and reopened to Open Session at 8:17pm. Jeremy Cotton, Cheri Strong and members Kelli Costa and Colin Fiske entered.

It was reported that no action was taken during Executive Session.

Meeting Process, Evaluation and Appreciation. Discussion included:

- Board discussed facilitator's questions during Arcata Project discussion. With assistance from Holly O'Neill, staff will update and present facilitator job description at August Board Meeting.
- Kate requested consistency in roll call portion of committee minutes, with a preference to PPC minutes. Cheri will bring that discussion to MAC. Suggested listing member-owners first.
- Jessica's response letter to member was nicely done.

Meeting adjourned at 8:31 pm

Minutes by Bella Waters