



## Board of Directors Meeting Minutes

December 6, 2018 • 6 – 8pm

Ten Pin Building – 793 K Street, Arcata

*Disclaimer: This is not a verbatim transcript of the meeting and is based on the author's understanding of the meeting. This meeting was meant to be audio recorded, but the recording failed.*

### **Present at meeting:**

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

**Absent Board Members:** Robert Donovan (Vice President)

**Co-op Employees:** Melanie Bettenhausen, Emily Walter, Laurie Talbert, Barney Doyle, Michelle Sanders, Alisha Hammer, Briana Contreras, Jason Davenport, Jo Pumpkin, Lyndsi Reel, Kirsten Lindquist, Lauren Fawcett, Kristen Hayen, Joe, Daniel Hewitt, Terrie

**Member-owners:** Diane Sharples, Faye Honorof, Michael Reeves, Moonlight Macumber, Thomas C., Brenda Harper, Roger, Laura Jones, Nicole Chase, Vince Graves-Blandford, Lisa Blandford, David Dahler, Kathleen Pelley, Tori Pumpkin

### **1. Welcome**

The meeting was called to order at 6:01pm by Colin. Everyone was reminded of the ground rules and introductions were made.

### **2. Agenda Review and Approval**

Consensus to approve the agenda.

### **3. Member Comment Period**

- Faye – I was shopping and didn't see signs to let members know about the Co-ops financial difficulty. I thought there would be signs at the registers. Members are still not aware of the current situation. We need to increase visibility. I'm concerned nothing will be done.
  - o Laurie – there are displays in both stores and sandwich board signs in front of the stores will go up soon. The displays in the stores have cards for customers to take to registers to keep long conversations happening at the registers and holding up lines. I think the sandwich board signs that go up next week will help with visibility. We are seeing the cards from the displays being used.
  - o Michael – I shop at the Arcata Co-op every day and I haven't noticed anything.
  - o Colin – I want to recognize that something has been done. The feedback we're getting is that visibility needs to be increased.
  - o Leah – we've often gotten feedback that it doesn't work to have signs at the registers because the lines then go too slow.
  - o Kathleen – I'm concerned about the cashiers. I don't want to put them in the position of people attacking them for whatever reason and slowing down the line. Put it on the front door but to put at the registers will slow it down and make our service look bad. I do agree it needs to be more visible.
  - o Roger – I do recall lots of discussions about signs at registers and when we're in trouble you don't always do things the standard way. I'm surprised our members haven't come together to make signs. It's too much of a we them operation. There must be some sign makers in this room. This is our Co-op. Can't people pick information up in the store? I keep hearing about distance between workers and the store. Is the Union coming forward with ways to get through this financial situation? I hope the board can look into that.
- Michael – according to the Co-ops policies, if you want to make something happen you need to attend a Member Action Committee (MAC) meeting with a proposal. How about putting up signs about credit card fees on two registers as a test and share information by where the magazines are? Everything doesn't have to be PC and hunky dory. There is the biting truth of reality that needs to come forth.

- Colin – the procedure of going to MAC are for items that need further discussion. The board can take direct action without MAC.
- Nicole – I agree members should be educated about the Co-ops troubles. Asking them to remove their discounts is a big risk of turning people off. I'm a loyal Co-op shopper. I work in McKinleyville and sometimes go to Eureka Natural Foods (ENF) and see many Co-op shoppers there. ENF gives 3% off every purchase. We need to come up with creative solutions but asking people to forego discounts and not use credit cards is going to backfire and people will go to our competitors. We should be figuring out why people are going to our competitors and not the Co-op. The Co-op has the best produce. What do we do better?
  - Lisa – I agree with Nicole. The ENF incentive is that the more you spend the more you get back. It's only 3% back in credit to the store. It's something to consider. A shopper at ENF told me they stopped shopping the Co-op because of the 3% discount at ENF every time.
  - Michael – I agree that we don't want to turn people off. We need to make the Co-op shine. There needs to be a pilot program into investigating and finding out what competitors are selling their products for. We should try to offer more deals to get people to come in. When it comes down to it, I go where products are the cheapest. You could offer one day where everything was marked down. Do more for the members. It's tacky to ask people to not take their discounts.
  - Colin – I just want to remind everyone that forgoing discounts was a member-initiated idea.
- Laurie – sandwich board signs and door signs were planned to go out today, but I have two people out sick. Alisha will work on getting a more visible display in Arcata.
- Mary Ella – it's heartwarming that so many members come to these meetings because you care about the Co-op. You should be asking yourselves how the Co-op got into this situation. It's our manager and board. That is what you should be looking at.
- Brianna – I have talked to customers about the financial crisis. Many people are aware.

**Motion:** Direct staff to increase visibility and educate members of the financial situation at hand with a follow-up report at the December 12 Member Action Committee meeting.

James moved, 2<sup>nd</sup> from Leah, Motion passes (4/0/2). Mary Ella and Cheri abstain.

- Faye – do the financials say how much money the Co-op is spending in fighting lawsuits?
  - Melanie – our legal expenses are a line item. I don't feel it would be appropriate to share details tonight. There is someone in this room that has an active legal action against the Co-op.
- Cheri – how many lawyers have been employed by the Co-op in the last year?
  - Melanie – we have a cooperative attorney, a human resources attorney, a board attorney, and an attorney for individual suits.
  - Michael – if you really want to know keep asking. This is another transparency issue.
  - Colin – with litigation there is information we can or can't reveal to protect the Co-op. We'd need to consult with our attorneys about what can or cannot be released.

#### 4. Board Correspondence – reported by Colin

There is board correspondence in the board packet but none that I believe needs further discussion.

#### 5. Consent Calendar

- Ed – (referencing consent calendar item d) - the downside to autoresponders is that if our reply goes to a spammer, our email will get sold. I'm opposed.

Consent item d) was pulled from the consent calendar.

**Motion:** Approve the December 6, 2018 consent calendar:

- a) Approve November 1, 2018 Board meeting minutes.
- b) Approve November 8, 2018 Special Board meeting minutes.
- c) Approve November 14, 2018 Special Board meeting minutes.

James moved, Leah second, approved by consensus (6/0/0).

- Colin – current policy states the board President will respond to emails sent to the board. The proposed autoresponder policy’s purpose is to inform people that their email was received and let them know what our policies for email are, including that their correspondence will go into the board packet unless they say otherwise.
  - o Ed – spammers will email the board address. If they get a response the board email will go on a list, they will sell it to additional spammers. The problem is malware will gather information to wage a specific attack on that email address. Not having an auto response is a defense and lessens the ability for this type of attack.
  - o Colin – this item will go back to PPC for further discussion.

## 6. Financial Bottom Line

### a) GM report on 11/8 member brainstorm list

I want to thank every coming to these meetings and expressing their ideas. My role at these meetings is to listen. You won’t see me engaging with all the ideas coming forward, because to me that is not listening. My silence is me actively listening. We have a rigorous process for all ideas that come forward. Our process is lengthy and can be frustrating at times.

- Manage cash – managing cash is actively being done. Cash projection sheets are updated on a weekly basis. Our end of cash date is our “if we don’t do anything, we’re going to be in trouble date.” It’s an important tool but it’s being misunderstood. People think it’s the date of the doors closing. It’s not good that that date is a month out, but we are managing to push the date further back without using our existing line of credit. This is by controlling expenses and because sales were up for Thanksgiving. Our sales to members are high and we’ve seen investments in C-Shares. It seems we’ve hit the bottom and bounced up a little bit. Getting a line of credit is still in process.
- Get line of credit – the Finance Committee reviewed the mid-year budget revisions and it was finalized which helps us move forward with the line of credit.
- Member donations/Donations at check-out/Push for shares – the Support the Co-op Campaign is in place to encourages extra purchases, declining discounts, and investing in shares. More is in the works.
- Get ahead of narrative and use numbers – we have worked hard to send updates to staff following meetings. We are making sure people on the sales floor have the information they need. Updates to the management team and staff are mainly written. I want there to be more direct communication with staff.
- Create a narrative to generate support – several articles have gone to the media that have been supportive.
- Strategies to sell groceries – we beat last year’s sales for Thanksgiving. We implemented schedule changes to make sure shelves are stocked. Social media is getting attention. The Eureka upgrades project is almost complete. There is a new hot bar in Arcata with chicken pot pies and lunch/breakfast burritos. We are increasing offerings that are driving sales. The Arcata deli was up in sales following these changes.
- Blow out sale on warehouse items – there is less bone broth with case sales taking place in stores.
- Increasing margin (pricing) – deli prices went up a couple of months ago to correspond with the high-quality ingredients we use. When the new hot/cold bar goes in in Eureka the price will go up. The merchandising team is working on increasing margins. This is an ongoing process. Right now, we are working to be more strategic about pricing.
- Look at discounts – cut some? – I don’t’ think members want their discounts taken away.
- Improve customer service – this is ongoing. When we hear negative feedback, we coach individuals. We have a new customer training program being developed that is coming from staff ideas.
- Get members to shop – in addition to strategies to sell groceries we’ve implemented the Support the Co-op campaign.
- Board meet more often – the board meets weekly.
  - o Colin – we don’t have an official policy to meet weekly, but it’s been happening all the same.
- Vendor terms – I’ve been making phone calls to vendors. Vendors are willing to extend terms, but we won’t tap into that unless we absolutely need to.
- Department buying based on reporting caps – we are in the process of establishing targets. We have plans for more reports for staff and having department level discussions about this and sales goals.
- Get someone who knows how to run a grocery store – I have a recommendation for the board. There is a movement to get rid of me. I’m under attack quite a lot recently. I’m upfront with the board. If I’m not the right person for the position, then I recommend the board start recruiting for a General Manager in January

- because it generally takes at least eight months to find someone. My contract ends in November. I will apply for the General Manager position in fair competition with the rest of the applicants. If the board were to terminate the General Manager there would be financial repercussions that include the General Manager contract to be paid out. Through our membership with National Co+op Grocers (NCG) we pay into a fund based on the risk we create for other Co-ops. (i.e. If we don't have a General Manager, it increases.) I want to be open and transparent about that. If I quit the Co-op right now, it would put the Co-op in a bad place.
- Look at upper management and make cuts – the Management Team has participated in starting the uncomfortable conversation of what would happen if certain positions were eliminated. No decisions have been made.
  - Management pay cuts – this has been discussed along with all potential labor cuts. No final decisions have been made yet.
  - Look at removing jobs that don't stock or sell – there is more to running a business than stocking or selling groceries. There is a lot of administration that goes with running a business. Signage and getting information to members takes time.
  - Eliminate Sustainability Coordinator position – this is under consideration as are other cuts.
  - Look for benefits/union cuts to be made – a meeting with the Union was scheduled for today but had to be cancelled. It will need to be rescheduled.
  - Budget cuts – we've cut more than \$50K from general, administration and occupancy.
  - Refuse credit cards – we'd be turning away 60% of our shoppers if we did this.
  - NCG – wave or delay fees – still may be an option.
  - Cut back store hours – I have not researched this yet to see how it would affect sales.
- Vince – I appreciate Melanie explaining potential risks of the NCG contract. There was a time when the board and Melanie were actively soliciting removal of the General Manager.
    - o Colin – the previous General Manager resigned. There was no plan to fire that manager.
    - o Leah – agrees with Colin.
    - o Mary Ella – in agreement with Vince.
  - #117 – (*#117 walked to the front of the room*). Who is audio recording this meeting?
    - o Emily – I record the meeting to help with the minutes.
    - o #117 – (*while pointing at Melanie and Colin*) I'm not going to let Melanie be the General Manager or Colin be the President. We are not going to put up with this! My family has been selling produce to the Co-op for over 30 years and you're just going to let the ship sink. We've formed a spinoff group. We have a sight that is funded (saveourcoop.org) and we're going to get a recall.  
(*#117 left the building*)
    - o Michelle – I'm the HR Director for the North Coast Co-op. I've come to several board meetings and member #117's behavior has been volatile and hostile. This is not behavior we'd allow at our store. If a member behaved this way in the store they would be asked to leave. This behavior goes against meeting rule #6 to treat everyone with respect. Can you speak with him to ask him to conduct himself in a professional manner or be removed from meetings?
    - o Roger – it is hostile. When situations are difficult at my work, it's not how to get rid of a person, it's how can we help that person. I don't hear energy about teaming up to be more successful. Obviously, Melanie is working very hard on this. I'd like to team up and do some problem solving.
  - Faye – can you explain more about your conversations regarding management cuts?
    - o Melanie – there were exploratory conversations about taking cuts and furlough days. If people are working less, then what would that impact be? I know the board wants to be involved. I'm not exact on what the process is at this point.
    - o James – the board has requested to be involved with budget cuts in some sense.
    - o Melanie – it's difficult to have these conversations because there is an intersect of interest in this room that includes those in the Union, employees, and the general membership. Sometimes who gets communicated with first is important. I want to be transparent. But I recognize that fear is created easily. Context and detail get lost. Thoughtful communication is important.
    - o Colin – through adaptive management we are seeing effects of changes we have made. As new information is coming in, we put it into the cash projection tool, reassessing the budget and then adjust to meet the targets of our budget.

- Nicole – in a cooperative organization when you make cuts it should be across the board. Making cuts to those at the bottom is wrong. I know management works incredibly hard and way more than 40 hours a week, but everyone in the stores work a lot too. Don't cut all the little guys and keep the money at the top. There should be a cut in management pay.
- Lauren – none of us take any action lightly. We put in a lot of effort to find ways to prevent labor reductions. We work 50-60 hours a week. It's not something we leave at the store at the end of the day. It's on our mind day and night. How we can keep the Co-op going and keep the employees?
- Roger – there was discussion about a credit line of \$500K. Instead of a line of credit with a bank, can we get the members to raise the cash that is needed?
  - James – we have talked about this. It's my opinion that when we get the rate of the line of credit back from the bank, we should look at trying to get more shares by raising the dividend interest rate to an amount that would be less than the banks.
  - Mary Ella – we are a food co-op. We are not an investment firm. Our real purpose is to provide good food for people.
    - Dave – the Co-op needs capital.
    - James – I would rather pay members cheaper than pay a bank.
  - Mary Ella – how does this solve our problem to run a grocery store?
    - Ed – it buys us time.
  - Mary Ella – why aren't we trying to figure this out?
    - Diane – we are here Mary Ella. Let's move on.
- Dave – has there been cost analysis for the Sustainability Coordinator Position? What does that position save the Co-op annually?
  - Melanie – I'm working on getting those numbers.
- Dave – what tools for inventory control and turnover are being used? What mechanisms, training, and oversight are there so that there isn't over buying?
  - Melanie – some of the previous buys, like bone broth, were through the warehouse. Some are trends that didn't pan out. In terms of tools to not have overbuys at the store level. We have sales reports that show the movement of product. Department buyers can see how quickly products are moving and can determine how much shelf space be allotted to that item. We are establishing guidelines for what amount of inventory there should be for each department and how much shelf space. It's not fully established but we are working towards being more structured in that area.
  - Lyndsi – I work with the Department Heads in Arcata. We sit with vendors to give Department Heads strength to not be pressured into buying bulk. We've decreased inventory a lot. If a product is not moving within three months, we stop selling it. We switch out products for those that aren't selling well. We are working hard as a group to make well informed decisions.
- Kirsten – I've been coming to meetings since September. After last week's finance meeting I heard we were going to cut \$48,000 out of payroll in quarter four and that the Union meeting was postponed. I wrote my thoughts down and circulated them among Department Heads in Arcata and Eureka. Six from Arcata signed the letter. Three were concerned to sign it. Two others didn't want to get involved. I'm excited to hear about opening the General Manager position. I have a lot of managerial experience. I want to represent the people who took the time to read and sign the letter. I was putting in an unsolicited application for the General Manager position. I understand the board cannot respond.

## 5 MINUTE BREAK

### **b) Expenditure Control Policy (from the Policies & Procedures committee)**

Leah read the proposed policy:

#### Expenditure Control Policy

Approval from the North Coast Co-op Board of Directors shall be required prior to any expenditure that meets one or more of the following criteria:

- It is a single expenditure, or a cumulative set of expenditures related to a single purpose, which exceeds \$150,000.
- It is an expenditure that deviates from the adopted budget by more than \$10,000, or 10%, whichever is greater.
- It is an expenditure which would create a real or perceived conflict of interest involving the General Manager,

or any member of the Management Team.

- It is a contract whose value exceeds \$10,000 or whose term is 2 years or longer.

**Motion:** Accept the Expenditure Control Policy.

Leah moved, James second, Approved (5/1/0). Mary Ella opposed.

#### **c) Financial statements and other GM updates**

- James – do we charge fees on our Accounts Receivable for late payments?
  - o Melanie – not that I'm aware. There are only two outstanding accounts and they are small amounts.
  - o James – maybe we could give people net 15 and start charging fees to get cash in the door quicker.
  - o Melanie – Barney and I have talked about this.
- Colin – why is cash down this last period and fluctuating so much?
  - o Melanie – period 7 payroll was high, and sales were down. We also purchased the equipment for the Eureka upgrades in that time period.
  - o Barney – sales were dropping and some of the payroll cuts had not taken effect yet.
  - o Colin – it looks like benefits.
  - o Melanie – benefits for period 7 were high. The switchover to our third-party administrator took place the beginning of August. When you first switch over there is a delay in billing and then it catches up. There aren't any big claims. It's an accumulation of delayed small claims from the transition. Therefore, benefits were lower in period 6.
- Colin – the cash flow statement is new to us. Can you review it?
  - o Barney – the cash flow statement shows where cash is utilized and where it's coming in. Starting with a net negative figure shows cash flows going out. Prepaid expenses become a liability and reduction in net cash. Financing activities show most money coming out of accrued expenses. Net loss shows cash moving out. This is a combination of lower sales, payments being made, trade accounts, and accrued expenses catching up. Next period we should have a positive net income. The cash forecast included reduction inventory and payroll. Increased Thanksgiving we'll see an improvement.
- James – will period 8 have midyear budget revisions?
  - o Melanie – period 10 is when we'll be able to compare to midyear budget revision.
  - o Barney – the next cash projection will show the fourth quarter and will include the budget revisions.

#### **d) Approve finance committee actions**

James quickly reviewed the action items from the November 29 Finance Committee meeting. All board members were in attendance to vote at the Finance Committee but the motions technically need approval at the board meeting as well.

There was discussion about the revised budget.

- James – I'm open to approve the updated revised budget sent out today.
- Ed – the Finance Committee basically said approve the one with the reduced income.
- Cheri – what was the realistic number for budget Scenario 2?
  - o Colin – 2.9% was changed to 2% reduction in income.

**Motion:** Accept the revised budget with reduced income that was distributed to the Board and Finance Committee on December 6, 2019.

James moved, Leah second, Approved (5/0/1). Mary Ella abstained.

- James – I'm going to read a motion from the Finance Committee as the purpose of it was to be reported at the board meeting.

“Motion: Report that the financial information provided to the finance committee has far more internal coherence than what we've gotten in the last six quarters. There are flaws but it gives the condition of the Co-op. Management has been inadequate in planning and executing projects, controlling expenses and building sales.”

**Motion:** Accept Wegner CPAs proposal for the FY19 audit.

James moved, Colin second, Approved (6/0/0).

**Motion:** Raise the FY19 fourth quarter C-Share dividend rate to 2.65%.

James moved, Ed second, Approved (5/0/1). Mary Ella abstained.

- Faye – can the Co-op afford raising the dividend rate?
  - o James – part of this decision is that members want to cash out their C-Shares which is a cash liability for the Co-op. Many have said they would keep their money invested in the Co-op if the dividend rate was higher. It could also draw more interest for new investors.
  - o Melanie – we pay out dividends once a year. Many reinvest their dividend into their shares.

**Motion:** Post the same quarterly financials, as published in the Co-op News, on the Finance Committee section on the Co-op website.

James moved, Ed second, Approved (6/0/0).

- Michael – (*Michael missed item d) about the Expenditure Policy because he was out of the room and it was moved up on the agenda*). I'd like to make a comment on the Expenditure Policy. What you passed is meaningless. The GM can spend up to \$150K with no oversight. The wording is bad. This is written to make it easy to spend money. This is why people don't want to support the Co-op.
  - o Colin – the wording is specifically to have better oversight of spending.
  - o James – this is the board's Expenditure Control Policy. My expectation is that there is an internal/operations control that the Controller or the auditing firm will hold the General Manager accountable to. An auditing firm will check our policies to see if we are following them. It's not my expectation for the board to continually audit the Co-op. Having a board Expenditure Control Policy is better than nothing and I expect staff to have a similar policy.

## 7. Social Bottom Line

**a) GM update** – no update at this time.

**b) Proposed policy on meeting reports** – reported by Colin

We've had good reaction to the summaries of meetings that James recently wrote and sent to staff following the November board meetings. Board members have rotated writing board summaries in the past. I'd like to expand that to committee meetings and have all the summaries sent to staff and posted in stores to increase transparency and get information out faster instead of waiting for minutes to be approved.

### Proposed Revised Board Policy Manual Section 5B

#### B. Committee Meeting Notifications and Reports

The Board will publicize the dates, times and locations of future committee meetings in the Co-op news, on the website and at Customer Service. In addition, the chair of each committee or their designee will write a brief report summarizing each committee meeting as soon as possible following the meeting's conclusion. The Member Action Committee may designate any member present to write the report of its meetings. The President will be responsible for reports of Board meetings. Once written, the reports will be sent to all employees via email and posted in the stores.

- Cheri – will the written reports be subject to revision before publication?
  - o Colin – that wasn't included in this proposal. The author would send it out to staff.
  - o James – it's a great information conduit. It's great to come directly from the board member so there would be no fear of censorship.
  - o Diane – what if there is error from what the designated person says that doesn't represent what was discussed at the meeting?

- Colin - that could happen now as well. It's meant to be a narrative.
- Kirsten – staff appreciate the great emails that are being sent out.

**Motion:** Approve revised Board Policy Manual section 5B on Committee Meeting Notifications and Reports.

Colin moved, James second, Approved (4/1/0). Cheri opposed, and Mary Ella was absent from the vote.

**c) Ideas for building trust between the board, employees and members**

- Colin – due to the lateness of this meeting I would like to table this item until the January board meeting.
  - Terrie – people don't always feel heard by the board. Others in this room have said so as well.
  - Colin – I would like to continue discussion on this, but it will be a long one and it's almost 9pm.
  - Faye – can we put it earlier in the next board meeting?

**d) Board/management retreat update** – reported by Colin

James and I met with Melanie – Robert did not attend. We determined that in order to make progress we need a professional mediator and we don't have the money for that right now. The retreat is being put on hold.

**8. Environmental Bottom Line**

**a) GM update** – reported by Melanie

A lot of people were upset when we started the One Source Magazine program. It's a wasteful program.

We'll be saving a lot of paper by discontinuing it. We'll be selling books from Eureka Books instead.

One of the biggest environmental impacts in grocery is refrigerant leaks. It's great that refrigeration checks and preventative maintenance is being done. It's part of the business plan and we are doing it.

- Colin – there is a working group of 350 Humboldt that is focused on refrigerant management in grocery and helping local grocery stores do a better job.

ACTION: Colin will get an email contact from 350 Humboldt to Melanie or Travis.

**9. Strategic Plan Update** – reported by Melanie

**a) GM update** – the update was distributed to those present.

- Colin – it still lists warehouse expansion under A1. In A3 and A4 there are blank spaces that highlight areas we should put more time and energy once we're through this crisis.

**b) Future reporting schedule** – reported by Colin

We adopted a new strategic plan, but we don't have a method for reporting.

**Motion:** Request Melanie provide a final report on the current strategic plan following the end of FY19 and receive quarterly updates on the status of achieving the new strategic plan goals.

Colin moved, James second, Approved (5/0/1). Mary Ella abstains

**10. Member Comment Period**

- Terrie – I hope we're listening to everybody. It's important to find the middle ground. The Arcata store is looking like crap lately. Bottoms are rotting out of coolers. The board on the side of the building. There are leaks from the new roof. We have a whole maintenance team and from a shopper's point of view things seem to be going to the wayside.
  - Melanie – where the roofs join there have been problems with leaks. Travis has had roofers out investigating it. We're trying to get a contractor to fix it. The board is there because there is a hole in the side of the building from an RV running into the building. Their insurance is covering the cost of repairs.

**12. New Business (items for next agenda):**

- Ideas for building trust between the board, employees and members

Consensus reached to adjourn the December 6, 2018 meeting at 8:52pm and move into Executive Session.

*Minutes by Emily Walter*



**North Coast Co-op**  
**Board of Directors Executive Session Minutes**  
**December 6, 2018**  
**Ten Pin Building – 793 K Street, Arcata**

**Present at the meeting:**

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

**Absent Board Members:** Robert Donovan (Vice President)

**Approved guests:** None

Reportable action taken:

<p><b>Motion:</b> Open a search for the General Manager position in January to insure the position is filled when Melanie's contract expires.</p>
---

<p>Motion passes (5/0/1). Mary Ella opposed.</p>
--

Agenda item for January board meeting - report back on process for opening a GM search. James will be reporting.

Executive session ended at 10:06pm

*Reported by Leah Stamper*