



North Coast Co-op
Board of Directors Meeting Minutes
January 8, 2015 - Co-op Community Kitchen – Arcata

Present at the meeting:

Board: Kelly Boehms*, Dave Feral*, Kate Lancaster, Fred Moore, Cheri Strong, Steve Suttell and Jessica Unmack

Staff: Melanie Bettenhausen, Kelli Costa, Kelli Reese, Kevin Waters and Bella Waters

Members: Facilitator – John Woolley, Sherry Skillwoman, Sue Hilton, Jodie Ellis, Maureen Kane, Nanette Midin, Roger, Joe Duckett and John Schaefer.

*via teleconference

Meeting was called to order at 6:00pm by Facilitator John Woolley at the Co-op Community Kitchen.

John asked Bella Waters to go through Board member roll call and asked members to introduce themselves.

Member Comment Period:

- Maureen Kane. Visits the co-op every day and asked how she can help with the present us vs. them sentiment that's at the co-op. Believes we can all get along.
- John Schaefer. In support of Jodie Ellis' current memo and the Member Action Committee (MAC).
- Sherry Skillwoman. Supports the reconvening of the MAC.
- Roger. Encourages board members to attend MAC and find ways to make workers feel more connected to the co-op.
- Sue Hilton. In agreement with everything said.
- Jodie Ellis. Optimistic about MAC. Suggested changes to the Agenda. Had questions regarding process of MAC recommendations and access to information.

Agenda Considerations: Discussion included:

- Cheri asked to change the MAC item from a Listening to Action item as four board members were present. Some members felt there was too much in the MAC notes to discuss to change it to an action item at this point.

MOTION: Move to change MAC item from Listening to Action

Strong/Feral

MOTION FAILS 3/4/0 Lancaster, Suttell, Unmack, and Moore opposed

- Cheri asked to move Member Input on Reports to item 12 and change the name to Member Comment. Moving the item was agreed on and name change will be done with the next agenda.
- Cheri asked for three other additions: discussion on validity of selection of board officers (will be part of February agenda); when and where ad hoc Administrative Code Committee was reconvened (will be discussed during item 6b) and discussion of open meetings, including retreats and trainings, with the exception of Executive Sessions (will be discussed during item 9).

MOTION: Move to approve the agenda as revised.

Moore/Suttell

MOTION PASSES 7/0/0

Approval of the Minutes:

MOTION: Move to approve the November 13 2014 Board meeting minutes.

Lancaster/Moore

MOTION PASSES 7/0/0

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Board Chair Report: Jessica discussed a few concerns and reminded the Board it's important that decisions aren't made under stressful situations or by pressure to make a decision hastily. Acknowledges that the board's trustworthiness and honesty has been in question lately, but feel that the board has worked to be nothing but transparent and capable in making good decisions.

Committee Reports:

Finance Committee: Kate reviewed the minutes and one motion from the Committee.

MOTION: Move to approve the Finance Committee minutes from November 20, 2014 and approve the C share dividend rate (whole shares) to continue current interest rate of 2.00% APR for quarter ending March 28, 2015.

Lancaster/Feral

MOTION PASSES 7/0/0

Administrative Code Ad Hoc Committee: Nothing to report at this time. Dave will discuss with Jessica when he returns and will let her know when a report will be ready. The reconvening of the Committee will be discussed in February.

Member Action Committee: Kelly Boehms turned report over to Cheri Strong. Cheri noted that 10 people attended and primary topic was how to move to healing relationships between all parties – members, employees, management and board. MAC recommended two actions: mediation and availability of board packet and all materials to members. Process of recommendations was discussed and Dave felt it would be helpful in moving the board forward to at least look into what it would be like for a mediator. Other directors agreed but to also be open for other means.

MOTION: The Board convene an ad hoc committee in which representatives from all concerned parties agree to mediator and the process, or other options.

Feral/Strong

MOTION PASSES 7/0/0

Board was in support of including correspondence in meeting packets for members. Kate still concerned about specific information in the General Manager report. Kelli will change the report to have financial information reported verbally. Some directors concerned about including member correspondences that may include swearing or personal attacks, plus transparency should work both ways. Inclusion of member information may be a legal issue. It was determined that staff will be given charge to create a policy on what will be included in board packets, with Board President assistance and bring the policy to the Board at February meeting for action.

MOTION: Board packets be made available to members in the same means as board members, including member correspondence, with names and personal information redacted, and General Manager report, with exception to determined sensitive information.

Feral/Strong

Discussion included: packet availability (ie: by request, at customer service, monthly request list, pdf on website, etc.), monthly trial period, what legal issues surround the inclusion of board correspondences and member information, and transparency by both the board and members. Suggested to have board packet available for members without correspondences, until more information is available on privacy issues and to table the motion until staff has time to research and bring back a report on what can be released. More clarity is needed on the motion.

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MOTION: To table the current motion.

Suttell/Lancaster

MOTION PASSES 5/1/0 Strong opposed; Boehms unavailable

Staff will provide board packets to members, without member correspondences, and bring a report to February meeting on what legally can be released in terms of the member correspondences. Ad hoc committee for mediation, or something similar, will be set up by Board President. If interested in participating in the Committee contact Board Administrator, Bella Waters.

Co-op News Author Assignments: Discussion included:

- Good opportunity for more transparency between Board and members.
- Board meetings were changed to allow for more timely information in the Co-op News. Board members signed up for specific months in 2015, and it will be another agenda item at a later date to finalize the rest of the year.

Board training opportunities: Discussion included:

- Board members interested in any trainings should contact Kelli Reese to be included in FY16 budget.
- Humboldt Area Foundation offers a roundtable for boards the last Monday of each month.

Board Retreat: Discussion included:

- Retreat agenda will be revised to allow for Kate to facilitate "Awakening the Dreamer" for two hours.
- Kate spoke with John Corbett and learned that orientations haven't been open to members and while retreats were, the decline of interested members lead to closed retreats.
- A portion of the retreat could be open to members. Important for board to have some time together.

MOTION: To have a portion of the board retreat be open to members.

Moore/Feral

MOTION PASSES 6/1/0

Strong opposed

- Discussed appropriateness of committee appointments and charters at the retreat. As per the Admin Code, Section 1.B, it states that the retreat is the proper place. Recommendation on appointments and charters will be brought to the March meeting.
- Afternoon portion of retreat will be open to members via RSVP. Details to be included in Co-op News.

[Boehms departed 7:59pm]

General Manager Report: Kelli reviewed her January report. Discussion included:

- Shareholder Disclosure Document has been updated and needs Board approval
- Staff Survey will be presented to the Board. No preference from Board for written or verbal results.
- Concerns regarding flooring issues on south side of building. It was noted that the historicalness of the Quonset hut might be an issue with a remodel. Next steps will be to have a study done on the parking lot, and then obtain a feasibility study. Not sure it's possible to rehabilitate Quonset hut.
- We're being told that Trader Joes has filed a permit application for Eureka Rays. Co-ops who have faced Trader Joes have experienced 6-15% drops, depending on distance. Cheri also confirmed hearing this information through someone as well.

MOTION: Move to approve the January General Manager's report and Shareholder Disclosure Document.

Moore/Lancaster

MOTION PASSES 6/0/0

Board Education: Board Packet handout is the general direction the board is taking for Executive Sessions. No disagreements on the handout.

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Member Input on Reports: Topics discussed were:

Jodie Ellis asked:

- How the Ad Hoc Committee for the Administrative Code was established, if members can participate and if recommendations can be brought to the MAC, prior than the Board. Reply: In 2014, Kelly Boehms, Fred Moore and Bella Waters agreed to work on it and the Chair of that Committee is the Secretary, so Dave Feral is Chair by default. It's time to make updates. Structure of the committee, member involvement on committees and reporting methods will be discussed at board retreat.
- How corrections can be made to the November minutes regarding what she said. Reply: Corrections to November minutes can be put in writing for the Board to review.
- Can the Board direct the Board Administrator to send out draft minutes if requested by a member? Reply: During orientation [retreat] the Board will discuss handling of draft minutes for review and disbursement and process for amendments to previously approved minutes. .
- Will decisions on Committee charters be made at the retreat? Reply: No action will be taken during retreat or orientations. Recommendations from discussions at retreats or orientations will be brought to the next Board meeting for a vote. Jessica noted that while she can't speak to the past prior to being president, as far as her understanding, the Board doesn't make decisions at retreats or orientations; the Board discusses and brings whatever was discussed to the next board meeting for a vote.
- Kelli Costa. As a member and investor, appreciates that the board has the opportunity to learn positions and how to function as a healthy board during board-only orientations and retreats. Important to have those opportunities to review things without interruptions and distractions.

Facilitator John Woolley adjourned the January meeting at 8:33pm.

Minutes by Bella Waters



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Staff: Kelli Reese and Bella Waters

Facilitator: John Woolley

*attended via teleconference

Meeting opened to Executive Session at 8:38pm

Meeting closed from Executive Session and reopened to Open Session at 8:48pm.

Jodie Ellis entered.

John Woolley reported that no action was taken during Executive Session.

Meeting adjourned at 8:49pm.