



North Coast Co-op  
Board of Directors Meeting Minutes  
February 5, 2015 - Co-op Community Kitchen – Eureka

**Present at the meeting:**

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

**Staff:** Melanie Bettenhausen, Kelli Costa, and Kelli Reese

**Members:** Facilitator – John Woolley, Maureen Kane, Lisa Butterfield, Jodie Ellis, Roger, Colin Fiske, Joe Duckett, Mo Bourke, John Schaefer and Anonymous member

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

Member Comment Period:

- Roger--glad to see board packet available for members before the meeting; hopes employees are voting for open employee seat on board; feels he has no good ideas to share because nothing he has suggested has passed; pleased to see other members are attending board meetings
- Jodie Ellis--disagreements are not personal attacks, but that bringing up issues are a part of dialogue; employees should elect their representative on the board; board should appoint director employees choose and bypass general membership election; nominating committee is too limited, should include an employee board member and a general member; board packet policy should allow email or website access.
- Lisa Butterfield-- agree with Roger on employee director seat, requiring paper copies of board packet is "old fogey" and agree board packets should be available electronically,
- Maureen Kane and John Schaefer—agree with Lisa on employee director seat and availability of board packets.
- Colin Fiske--would like same information in packet for members as for board members, objects to idea that members have separate packets from board members; agree with Roger on employee director seat.
- Mo Bourke—unable to find admin code online; tried to connect with MAC online but email doesn't go anywhere; very clear in admin code and bylaws that employees should elect their employee directors.
- Anonymous member (for privacy and safety in case minutes go online)--told story of her experience at annual meeting and interaction with Fred about Measure R; should be a policy about independent board members making comments that could be perceived as coming from the Co-op in general.

Agenda Considerations: Discussion included:

- Future meetings by Kate will go under 11a.
- Cheri asked for update on status of board mediation; Jessica stated she would address it in Board Chair Report

**MOTION:** Move to approve the agenda as proposed with modification for Kate.  
Moore/Unmack

**MOTION PASSES**

6/0/0

Approval of the Minutes with amendment that Ron Sharp was not at Jan. meeting.

**MOTION:** Move to approve the January 8, 2015 Board meeting minutes as recommended by member letter.  
Lancaster/Unmack

**MOTION PASSES**

6/0/0

November Board and Finance Committee meeting minutes: Discussion that board should not rewrite history or set the precedent that they will go back and spend energy on something that has already been done. Facilitator recommends that the focus should be on whether or not the recommended changes affect motions. Jodie interjected that the minutes affected her personally.

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**MOTION:** Move to accept recommended changes to the Board and Finance Committee minutes as proposed by member Jodie Ellis (pages 24-25 of February 5, 2015 board packet).

Strong/Feral (Lancaster, Moore, Suttell and Unmack opposed; Feral abstained)

**MOTION FAILED**

1/4/1

Board Chair Report: Retreat on Feb. 21. Bella will send information out ahead of time. Membership invited to attend. Upcoming trainings, most in Kelli's report. NorCAN Communicating Across Differences; CDS Consulting Cooperative Cafe. Bella needs to know by Monday if anyone is interested in attending. Improved board communication (mediation) will be addressed at retreat; if any action comes out of that it will go to the March meeting.

Board Meeting Packet Availability Policy: Discussion included:

- Kelli R, Bella and Jessica worked on board packet availability policy. Kelli R says proposed policy is a draft. Lawyer (Therese) says no reason board correspondence cannot be included, but members need to be informed that it will be included and that posting packet on web decreases ability to ensure only members have the packet. Kelli R asked if request is up to Bella in terms of when to respond and board says yes. Jodie interjected that Bella made it clear that the email system issue was resolved last meeting. John Woolley recessed meeting for 5 minutes because Jodie did not stop talking when he warned her. After recess, John said he could not find a written rule about members only commenting at beginning and end of meeting, but that they'll continue with the established protocol of member comment period(s), which have been in place for a number of years Steve pointed out that how the email is handled is operational.

**MOTION:** Move to approve the Board Meeting Packet Availability policy amended to include that the packet be made available by email and to continue to look into posting it on the website when website is appropriately developed.

Strong/Moore

**MOTION PASSES**

6/0/0

Vacant Employee Director Seat Recommendation: Discussion included:

- Kate presented that Nominating Committee has not had a chance to meet and reformat committee, consists of Jessica and Kate with Bella and Melanie as support. Kate charted notes of options for the board to consider in filling the open employee director seat: a) in packet per nominating committee which calls for nominating committee recommending an employee based on various qualities; b) brought forth by Holly O'Neil which calls for holding an employee election; c) nominating committee uses consensus by Sociocracy Method to select employee director--those individuals interested in running would be tasked with choosing the best candidate. Some concern of length of time for an election and interest for more education on role of employee director. Bylaws support employee election for filling the vacant employee director seat and the board agreed that would be the best approach

**MOTION:** Move to fill the vacant employee director seat by holding an employee election then the board appoints the employee elected for the term vacated and then ask for the membership to ratify in general election.

Feral/Moore **MOTION PASSES** 6/0/0

Committee Reports:

Member Action Committee:

Dave was asked to facilitate the meeting by Kelly B and he constructed an agenda that wasn't used. Used consensus based decision making to create the agenda and discussed those items after ranking and prioritizing them. Fred questioned motion because if the committee dictates agenda items, then board meetings could take a really long time. Having Bella involved in the process will make it easier for the committee to bring motions forward. Dave shared that committee is still working on their process and still doesn't understand the board's role, chair vs facilitator, etc.--bylaws tell us how committees should function.

**MOTION:** The Board moves to reaffirm the standing of the MAC to place action items on the board agenda as the need arises.

Feral/Strong

**MOTION PASSES** 6/0/0

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Board Officer Selection Process: Jessica presented that the selection process hasn't been done correctly, so it was requested that the board should look at their process. Cheri states that for months the board has been saying that no actions are taken at board retreats, but that in the document from the retreat in 2013 action was taken. Jessica counters that the board can take action outside of meetings if they all agree and ratify in a later meeting. Jessica inquired if anyone wanted to change the officers or revote. There was no further discussion.

**MOTION:** Move to continue with current slate of officers.

Lancaster/Suttell

Strong opposed

**MOTION PASSES** 5/1/0

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

Employees and shoppers telling us that they don't feel safe in Eureka, so looking into a uniformed security guard in Eureka. Working on a larger loss prevention audit and program, not same program as before. The box truck in Arcata vandalized again and may move to Arcata store parking lot since Ten Pin neighborhood is challenging. Dave concerned about a security guard with a gun, but Kelli R said they wouldn't carry a gun. We've previously hired John Shelter's group to keep the grounds in hopes it would help as a deterrent. Steve wanted to know if customer service could shepherd unsafe shoppers into the store. Fred asked if the luminosity could be increased. Kate suggested playing music that people don't like. Kelli R says it is hard because we try to be really welcoming; people are told to leave if they are stealing. Dave wants to know if there are signs saying shoppers are under surveillance. Kelli R will investigate.

**MOTION:** Move to approve the February General Manager's report, with understanding that shopper survey results presentation will be at the May board meeting.

Unmack/Feral

**MOTION PASSES**

6/0/0

**MOTION:** Have staff bring forward suggested date for presentation by Humboldt Business Challenge (not opposed to April).

Feral/Lancaster

**MOTION PASSES**

6/0/0

Board Study and Engagement Topics: Discussion included:

Financial literacy; environmental literacy; foodshed literacy or awareness; systems thinking; review of strategic plan; impact on climate chaos; process and logistics of food production; value added production (meat); social challenges/opportunities. Kate pointed out that many of the above issues will be addressed at the Awakening the Dreamer session.

Member Comment Period: Topics discussed were:

- Roger. Pleased workers can elect their board member; recommend the board explore worker collectives topic
- Colin. Also please that employees will elect their board members and the movement on board packet; echoed Dave's comment that democracy is messy, but it is important that as much information as possible gets out to the membership; suggests for board education the history of cooperative movement and laws governing the cooperative movement
- Lisa. Echoed Roger and Dave and others; added that former board member Carl Ratner went on trip to Italy to tour major co-ops and that co-ops are important beyond food co-ops; millennials operate electronically and doesn't want the Co-op to become "that old hippy thing"
- Jodie. Referenced a McKinleyville meeting that allowed for community to provide input after each new business item; Cheri didn't receive update on mediation as requested and request movement be made on that committee, Jessica reminded her it happened in her report and it will happen at the board retreat; suggest that retreats be more like team building and not use them to discuss policy issues without members being there; policy discussions should be conducted in settings where members are allowed to listen, if not speak; the minutes are still an issue; Fred's point about lighting is very important as it's hard to see where the market is when you drive up; need to discuss how to increase non-board and non-management on board committees; answer how members can join committees and provide notification of committee meetings so members can come; for employee survey and member survey have written report, maybe put on website so members can learn.

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- Anonymous member--Now understands what Fred was talking about in October; Would like to take back the righteous indignation assuming Fred's intent; doesn't understand why contributions from members aren't allowed in the meeting; be careful about lighting and people's apartments.
- Jodie asked for clarification on process in terms of hearing responses to questions in comments from members. Dave and Jessica responded. Jodie wanted to know how to retract the comments in the minutes that were not true. John suggested bringing forth just the items that she feels need to be retracted. Jodie pointed out that she was denied the draft minutes that she had requested so that she could easily point out where the changes needed to be made. She reminded the board that she requested for the draft minutes to be sent out to all of the members at the same time that the board members did. John suggested that the retreat would be a good place for the board to work on this issue.

Facilitator John Woolley adjourned the February meeting at 8:06.

Minutes by Melanie Bettenhausen



North Coast Co-op  
Board of Directors  
Executive Session Minutes  
February 5, 2015 - Co-op Community Kitchen – Eureka

**Present at the meeting:**

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

**Staff:** none

**Facilitator:** John Woolley

Meeting opened to Executive Session at 8:11? (no minutes taken)

Meeting closed from Executive Session and reopened to Open Session at 8:31pm.

Members Colin Fiske, Jodie Ellis, Maureen Kane, Kelli Costa, Kelli Reese, and Melanie Bettenhausen re-entered.

Action from Executive Session: John Woolley was on the General Manager Evaluation Committee before but is not now so someone needed to fill in until that committee could be determined.

<p><b>MOTION:</b> Move that Kate and Dave be placed on GM evaluation committee temporarily until at least February board retreat.</p>
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Moore/Feral
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<b>MOTION PASSES</b>
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6/0/0
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Meeting adjourned at 8:36pm.

Minutes by Melanie Bettenhausen