



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

Present at the meeting:

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

Staff: Melanie Bettenhausen, Kelli Costa, Jeremy Cotton, Jason Davenport, Lauren Fawcett, Lisa Landry, Toby Massey, Kelli Reese, Bella Waters, Kevin Waters, and Austin Wright

Members: Colin Fiske, Roger, Mary Ella Anderson, Jodie Ellis, Maureen Kane, Chris Copple, Joe Duckett, and Dwight Winegar

Meeting was called to order at 6:00pm by Jessica Unmack at the Co-op Community Kitchen. Jessica reported that Facilitator John Woolley is not able to make it. Introductions, reviewed Ground Rules, and clipboard comment process.

Member Comment Period:

- Roger. Glad to see notes on the Board reviewing food stability and other businesses involved. Hearing from a lot of others about: facilitator being a [previous] board member, looking forward to board taking that up. Observations include- decision-making at retreats, how to encourage more participation from workers and working more towards consensus voting vs the current practice of just getting the vote done.
- Colin. Concerns with recommended committee chair job description and caveat for MAC. Confusion on role of chair for MAC and need to recognize some latitude for how the MAC functions.
- Jodie. Appreciated the way the Finance Committee interacted with the members-at-large and would like to see more of that at the board meetings. Admin Code states when new business is being looked at by the Board, members had an opportunity to ask for clarification, hope there's openness and flexibility at meetings for that. Concerns with committee chair job description in that the MAC is a member run committee and needs to be allowed to report out in written and oral ways. Sad to see they are being asked to appoint a committee chair who may not be able to be a liaison to the Board or report to the board. Would like MAC Chair to have that role whether they are a board member or not.
- Dave Feral asked Colin if he could clarify the conflicting information between the MAC Charter and Committee Chair job description. Colin will suggest some wording.
- Mary Ella. MAC does not want a Chair, but to rotate that position.
- Discussion of rationale behind MAC Chair decision will be discussed during retreat review portion of the agenda.

Agenda Considerations: Discussion included:

- Roger will report out for MAC, as was confirmed by MAC at February meeting.
- Cheri asked if all Board correspondences are sent to all Board members. Jessica will discuss with Cheri outside of the meeting.

MOTION: Move to approve the agenda as amended with Roger reporting for MAC.

Suttell/Moore

MOTION PASSES 5/0/0

Approval of the Minutes:

MOTION: Move to approve the February 5, 2015 Board meeting minutes, with the addition of John Schaefer being present at the meeting.

Moore/Suttell

MOTION PASSES 5/0/0

Board Education: The 2015 Staff Survey Results were presented by Carolee Colter. A PDF of the presentation will be available for Board members and Carolee is available for further questions.

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Board Chair Report: Jessica noted an opportunity to write a retreat summary for the May Co-op News.

Board Retreat Reflections and Recommendations: Discussion included:

- Jodie appreciated being able to attend second half of the retreat and competition discussion. Feel that members should have been able to observe the morning discussion where she felt a tremendous amount of business occurred and policy decisions formed and it's not appropriate to have those discussions without members present. Retreats should not be about doing business, but about team building.
- Discussed MAC Charter and Committee Chair Job Description document. Colin would like the second and third bullet point on the chair job description to be broader. Board would like the MAC to review language and bring a proposal of the MAC Committee Chair to the next Board meeting.

MOTION: Move to accept recommendations from Board Retreat on #1, #3, #4, #5 and table #2:

ACCEPTED:

1. Committee Structure and Assignments:

a. A new ad hoc committee be created, called the Policies and Procedures Committee, which will handle bylaws, administrative code, securities permit and potentially other misc. board policies.

b. That the following committees would be confirmed as "active" in 2015 with appointments as follows:

Finance (standing) – Chair is Kate Lancaster, as Treasurer

Nominating (standing) – Cheri Strong, as appointed by Board President, and Dave Feral

MAC (standing) – recommend they select a Chair, and Cheri Strong, Jessica Unmack and new employee director.

PPC (ad hoc) – Chair is Dave Feral, as Secretary, and Fred Moore

Other: GM Evaluation Task Force – Kate Lancaster, as Chair and Steve Suttell

c. The Sustainability Committee identified in the Strategic Plan will be an operational committee, not a board committee, and will be convened by the General Manager

d. That the MAC develops a proposal with options for responding to concerns about conflict as identified by MAC. The proposal would include a clear statement of the conflict to be resolved, and alternative options for resolution for the board to consider. Noted that "mediation" may actually not be the correct term, but that some kind of support from a facilitator or mediation to help sort out the issues may be needed.

3. Follow the process for developing and updating Committee Charters as outlined in the Board Retreat Recommendations document.

4. That the "Awakening the Dreamer" will be rescheduled for all board members to attend, and widely promoted for staff and members-at-large.

5. That the Study and Engagement Topics for June, July and August will be as follows:

June: Business Development Corporations/ July: Communicating Across Differences/ August: Impact of Climate Chaos/Food Systems (to be further clarified as we get closer to the fall)

TABLED:

2. That the attached Committee Chair Job Description be adopted for use by all committees. The One caveat: in the case that MAC elects a member-at-large to serve in the Chair position, the person connecting with the board shall be a board member. The MAC Charter will have specific information on the Chair's role for that committee to describe that caveat.

Moore/Feral

MOTION PASSES 5/0/0

- Jodie asked for reasoning behind proposed change in MAC Charter regarding committee chair. Dave noted that traditionally board members make motions, board members sign agreements; bring accountability and reliability to committees as they are tied to the board for three years. Further work will be done on the Committee Chair Job Description and MAC Charter.

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Committee Reports:

Finance Committee: In Kate's absence Steve brought forward the following motions from the Finance Committee.

MOTION: Move to approve that the C share dividend rate (whole shares) continue at current interest rate of 2.00% APR for quarter ending June 27, 2015.

Suttell/Feral

MOTION PASSES 5/0/0/

MOTION: Move to approve the budget for FY16 as presented by staff.

Moore/Feral

MOTION PASSES 5/0/0/

Member Action Committee: Roger reported on the February MAC meeting and noted that most of the time was spend developing a way for the group to function and make it easy for people to come and participate. Have recommendations for the Board to include board meeting summary in newsletter and post committee notes, meetings, etc. by website and other avenues. Jessica updated the Board on why the MAC minutes aren't being brought to the Board at this time. Issue will be discussed at the next committee meeting.

Annual Membership Meeting: Meeting to be held in October on third or fourth weekend, October 18th or 25th, depending on availability of venue and election timeline. Board asked staff to work on dates and venues and requested that MAC brainstorm and provide recommendations for speakers and process.

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

- Kelli discussed next steps for the employee survey results..
- Unarmed, uniformed security has started in Eureka with good initial feedback.
- Earthquake insurance. Majority support for catastrophic insurance, but have further questions. Kelli will connect Kate and Steve with George Petersen and ask owner of Eureka store if they would be inclined to share some of the insurance costs.

MOTION: Move to approve the March General Manager's report and suggest tabling insurance issue to be an action item at next meeting with further research done by the General Manager.

Moore/Suttell

MOTION PASSES 5/0/0

Member Comment Period: Topics discussed were:

- Colin. Clarified that MAC will work on MAC chair description and Committee Chair Job Description.
- Jodie. Availability of employee survey results to members? Kelli will be writing a report for the members; majority of directors expressed that the written report remain with the employees, no decision made either way on its availability to members.
- Roger. GM report is exactly the direction to go to have all feeling involved. Recommended looking at other quotes for insurance. Employee Survey results as accurate as one could project; board should consider ideas for supporting the GM in regard to the low survey scores on connecting; those are just a challenge and no one can do that on their own.

Jessica Unmack adjourned the March meeting at 8:03pm with no Executive Session.

Minutes by Bella Waters