



North Coast Co-op  
Board of Directors Meeting Minutes  
April 2, 2015 - Co-op Community Kitchen – Eureka

Present at start of meeting:

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

**Staff:** Melanie Bettenhausen, Kelli Costa, Jeremy Cotton\*, Kelli Reese and Bella Waters

**Members:** Mary Ella Anderson and Maureen Kane

**Guests:** Rachel Callahan and Denise Vanden Bos

\* appointed to Board during meeting.

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

[Member Colin Fiske entered 6:04pm]

Cheri reported on the Employee Election, which was wrapped up and had a good turn out with unanimous vote for Jeremy Cotton. Jeremy thanked everyone who voted.

**MOTION:** Move to approve Jeremy Cotton as Employee Director for term ending November 2016.

Strong/Suttell

**MOTION PASSES** 4/0/0

[Member Roger entered 6:05pm]

Member Comment Period: no comments

Agenda Review and Approval: Moved Nominating Committee to beginning of agenda.

**MOTION:** Move to approve the agenda as presented.

Feral/Cotton

**MOTION PASSES** 5/0/0

[Member Kelly Boehms entered 6:07pm]

Approval of the Minutes:

**MOTION:** Move to approve the March 5, 2015 Board meeting minutes.

Unmack/Strong

**MOTION PASSES** 5/0/0

Board Education: Rachel Callahan presented the Humboldt Business Challenge (HBC). She's looking ahead for partnerships and financial support. Kelli noted that HBC is included in the Operational Plan with in-kind support and expect to continue participation in future years. Board interested to see what Rachel discusses with General Manager. Rachel will be in touch with Kelli and appreciated Co-op's support and Melanie's participation as a judge.

Board President Report: Jessica reported on attending the CDS Cooperative Café and encourages board members to attend future trainings. If any board members are interested in attending the upcoming California Co-op Conference in May contact Board Assistant. July meeting date needs to be decided between July 2 or 9<sup>th</sup>.

Motion: The July Board meeting will be on July 9<sup>th</sup>.

Unmack/Feral

**MOTION PASSES** 5/0/0

Board Education topic organizers are:

**June** – Steve Suttell - *Business Development Corporations*; **July** – Cheri asked Kelly Boehms if someone from her group would be interested in presenting intro to *Communicating Across Differences*. Kelly will look into it, Cheri will coordinate.

**August** – Dave will inquire on Michael Furniss's August availability. Jessica will coordinate August retreat date.

**September** – Melanie Bettenhausen and Brenda Harper - *Sustainability*

Committee Reports:

**Nominating Committee:** Discussed at start of meeting.

**Finance Committee:** In Kate's absence Steve reported on the minutes. No concerns about the March minutes.

continued...

**MOTION:** Move to accept Steve's report for standing in for Kate on the Finance Committee  
Feral/Unmack Suttell and Cotton abstained **MOTION PASSES** 3/0/2

**Member Action Committee:** Roger presented the report for the MAC. Discussion included:

- General tone for group is people want to be more involved with issues and actions, not bogged down with non-co-op issues.
- Colin noted there was a snafu with the minutes and a new procedure is in place to prevent future issues. February minutes have recommendations for the Board. MAC is not ready to suggest a Charter so that recommendation can be removed from the table.
- Jessica asked for clarification on the committee chair job description. MAC is tasked with revising the description so it's compatible with all committees.
- Potential authors of board meeting summary discussed and majority felt it was a board duty rather than staff or MAC. John noted that observations aren't like actions and board should be careful in what's published as a board summary.

**MOTION:** On a monthly rotating basis a board member will include actions and observations of board meetings in the monthly Co-op News.  
Strong/Feral **MOTION PASSES** 5/0/0/

- Cheri will write April summary and Jessica will write May – both 500 words.
- The Policies and Procedures Committee has been tasked with clarifying a process for how members become committee members, how many members per committee, terms, etc. Recommendation was amended.

**MOTION:** Board recommends that the Policies and Procedures Committee clarify a process for general members to become a member of a board committee.  
Strong/Feral **MOTION PASSES** 5/0/0/

- Publicity of committee meetings. Motion reworded to have a reasonable framework. Committees should have set dates, but challenging with new PPC. If not enough notice for Co-op News, then announcement on website and at Customer Service only.

[Director Kate Lancaster entered 7:07pm]

**MOTION:** Board to publicize dates, times and locations of future committee meetings in Co-op news, on website and at Customer Service.  
Unmack/Feral Lancaster abstained **MOTION PASSES** 5/0/1

**Policies and Procedures Committee:** Dave reviewed the PPC's first meeting and given the purpose of the committee feels that it should be a standing committee rather than an adhoc committee in order to maintain the documents.

**MOTION:** That the Policies and Procedures Committee be changed to a standing committee.  
Feral/Unmack **MOTION PASSES** 6/0/0

Board discussed the size of committees (parameters, 3 out of 5 meetings for voting, institutional knowledge, terms of one year and 18 months, people can provide input but need knowledgeable decision makers, have a cap of eight or nine voting members, incentive to show up, committee members must be approved by the board per Admin Code). Dave appreciated the discussion and will consider all during the next PPC.

[Members Kelly Boehms (7:20pm) and Colin Fiske (7:32pm) left]

**General Manager Report:** Kelli reviewed her April report. Discussion included:

- Landscaping to consist of weeds pulling and any new plants will be drought tolerant.

**MOTION:** Move to approve the March General Manager's report.  
Unmack/Lancaster **MOTION PASSES** 6/0/0

continued...

- Earthquake insurance. Steve researched the insurer and was very pleased with his findings. They are rated an A+ on the AM Best Report. Board was in agreement that the Co-op should have coverage.
- All deductibles were comparable at around \$50,000 for the catastrophic earthquake insurance. Need further answers from Eureka landlord and insurance agent.

**MOTION:** Move to empower the General Manager to obtain earthquake insurance as soon as she can.

Feral/Strong

**MOTION PASSES** 6/0/0

Annual Operational Plan FY16: Discussion included:

- How MOD is calculated
- Would like to see how much local product purchased as percentage of sales
- In addition to Kate, Steve is interested on being on the operational Sustainability Ad Hoc Committee.

**MOTION:** Move to accept the FY16 Operational Plan

Feral/Suttell

**MOTION PASSES** 6/0/0

Member Comment Period: Topics discussed were:

- Roger. MAC recommendation process getting smoother. Concerns about facilitator. Well run meetings, but facilitator is participating in discussions, offering opinions and comments, etc. rather than solely facilitating. Jessica responded that it's a temporary trial for facilitation and contract goes through June. Board will revisit decision prior to contract expiration.
- Dave thanked everyone for attending.

John Woolley adjourned the April meeting at 8:00pm to Executive Session

Minutes by Bella Waters



North Coast Co-op  
Board of Directors  
Executive Session Minutes  
April 2, 2015 - Co-op Community Kitchen – Eureka

**Present at the meeting:**

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

**Staff:** Kelli Costa, Kelli Reese, and Bella Waters

**Facilitator:** John Woolley

Meeting opened to Executive Session at 8:05pm

[Kelly Costa left at 8:20pm]

Meeting closed from Executive Session and reopened to Open Session at 8:32pm.

Members Maureen Kane, Kelli Costa, and Melanie Bettenhausen re-entered.

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

Meeting adjourned at 8:34pm.

Minutes by Bella Waters