



Policies & Procedures Committee Meeting Minutes
April 19, 2017 Ten Pin Building Conference Room

Present:

Board: Colin Fiske, Ed Smith, Robert Donovan (from 4-4:30), Leah Stamper (from 5:30-6:00)

Staff: Nicole Chase,

Members: John Lucas

Meeting commenced 4:07 pm. Colin Fiske welcomed everyone and introductions were made.

Approval of the March, 2017 minutes by consensus.

Follow up from Board: BPM changes were accepted; additional bylaw change was sent to Van for approval but we have not yet heard back from him

Approval of Minutes: Consensus to approve the minutes as amended (Nic had made the changes as noted at the last board meeting, but the copy that was printed today did not have the changes).

Shareholder Disclosure Document: (see the track changes document which details all of the edits)

- Technicality- NCC was not incorporated in 1973. The Arcata Cooperative Inc. was incorporated in 1973 and changed its name to NCC in 1982 (need to check on this). This change was made in track changes in the document.
- John noted in paragraph 3 it states we have been qualified to sell shares since 1985. We need more information before making any changes. Is this sentence true?
- Clarified sustaining shares needed to become a fair share member
- Risk factors-our closest competitor is only about ½ mile away (not 2 miles) in Arcata and about 1 mile away in Eureka (not 3); The Mck. Location is 6 miles away (instead of 5)
- Under Business & Properties Section- clarify that patronage refunds occur as required by the bylaws. In paragraph 3 of the same section, we crossed out the line "members may purchase thirty (30) shares to reach the fair share membership status."
- We need to add the updated equity chart to reflect the most current A, B, & C shares

Recommendation: PPC recommends that the board approve this document as amended by the PPC and with the actual equity figures updated.

Review Input from Van:

Van has not yet gotten back to us

Review Board's Confidentiality Agreement: (see attached edits)

- Discussion about what happens if a director breaches confidentiality-the current document is not legally enforceable
- A Director can resign but cannot be removed for breaching confidentiality
- Colin has edits and we put them up on the big screen
- Should we change it to an overall confidentiality agreement vs. just for executive session?
- Ed suggests that we ask our attorney to draft a confidentiality agreement
- Colin's edits strike out some of the examples of a breach of confidentiality and clarifies that no confidential information should be shared period.

- The group agrees that we are aiming to create a document that informs people about our expectation to not share confidential information with anyone outside of executive session.

Review Hotlist Items:

- Removed confidentiality agreement since its already being worked on
- Discussed BPM section 3A what to do if a member dies- much discussion on the topic-Question about if multiple members on a membership are tenants in common

Recommendations: the board directs staff to consult legal counsel to make sure the way we are dealing with death of a member on a multi-person membership is legally acceptable and in line with our bylaws.

Agenda Items for Next meeting:

- Feedback from Van on proposed bylaw changes
- Membership roles policy (if staff has proposed changes)
- Hotlist

Next meeting: May 17th at 4pm

Meeting adjourned 6:14pm by consensus

Minutes by Nicole Chase