



**Policies & Procedures Committee Meeting Minutes
May 17, 2017 Ten Pin Building Conference Room**

Present:

Board: Colin Fiske, Ed Smith, Robert Donovan

Staff: Nicole Chase, Alisha Hammer, Melanie Bettenhausen, Alanna Cooke

Members: John Lucas

Meeting commenced 4:05 pm. Colin Fiske welcomed everyone and introductions were made.

Approval of Minutes:

Attachment to the minutes was handed out (the track changes versions on the Shareholder Disclosure Document and Confidentiality Agreement).

April 19, 2017 minutes were approved by consensus.

Follow up from Board:

The board approved the changes to the Shareholder Disclosure Document and Confidentiality Agreement and directed Melanie to talk with our attorney about the way we handle the death of a member on a multi-person membership to ensure that we are complying with our bylaws.

Review Input from Van (the bylaw recommended changes were put up on the big screen in track changes format and will be included with these minutes):

- Bylaws section 1.02 – Van recommends not making the change at this time. Colin recommends that we follow Van’s advice and not make the change at this time. Consensus to not make any changes to section 1.02 at this time.

Recommendation: That the board not make any changes to this section.

- Bylaws section 2.08 – Fair share membership status definition. Van recommends not making any changes to this section at this time because it limits the board’s powers to make changes in the future. After discussion, there was consensus to move forward with the proposed changes to section 2.08

Recommendation: That the board approve the changes as proposed to section 2.08

- Bylaws section 5.18 – the proposal is to change Executive Committee to Committee and to define what an executive committee is. After discussion, there was consensus to move forward with the proposed changes to section 5.18

Recommendation: Committee recommends that the board approve the revisions to section 5.16 as amended and recommended by Van

- Bylaws section 6.01 – officers are not required to be directors according to State laws; this proposal aligns our bylaws to our practices; Van does not recommend that we make any changes so as not to limit ourselves to requiring officers to be directors; It was noted that we can continue the practice what we have been doing which is to have officers be directors. We do not need to make a change to the bylaw to continue doing what we

already do. It could just be a board policy. After much discussion, it was decided by consensus that we should not change the requirement that only the President needs to be a director.

Recommendation: Make the changes as proposed to section 6.01 except to keep the president as the only officer that is required to be a director.

- Section 10.01 and 10.02 – Van had no objections to the proposed changes. The group decided by consensus to recommend that the board approve the changes as proposed.

Recommendation: Recommend that the board approve the changes to sections 10.01 and 10.02 as proposed in the attached track changes document

Amend FC Charter (see attached FC charter with track changes edits):

- Mary Ella proposed that FC members have two-year staggered terms (currently the charter states that members have one-year terms)
- PPC edited the FC charter to reflect this change PPC also made some other slight edits for consistency (see attached)

Develop a policy about board members requesting info. from staff:

- At the recent board retreat, it was requested that PPC develop a policy about how board members request information from staff
- Colin asked for a general discussion of what we think should be included
- After getting input, Colin (or another member of PPC) can write up a draft policy to be brought back to PPC next month
- Melanie says maybe this is more of a standard operating procedure, or guidance, than a policy. We don't want to restrict access to board members getting information. However, we want to provide guidance about best practices for board members to approach staff to get information.
- Melanie will draft a SOP or guidance and bring to the June PPC meeting for review and input by the committee

Review Hotlist Items:

- Removed confidentiality agreement – already completed this
- Removed death of a member – that is an operational issue and Melanie will consult with our attorney as requested by the board
- 3 items left on the hot list for lower BPM priorities
- Robert asks about adding section 6.01a in the bylaws to the hotlist (as referred to by Van Baldwin in his email) – We added this to the hotlist
- Section 6 of the bylaws – overly complicated “job descriptions” for officers
- Section 5 – Composition of the board and who can and cannot be a board member, should we limit how many employees are on the board? What about management on board?

Agenda Items for Next meeting:

Hotlist

Review Melanie's proposal about board members requesting information

Next meeting: June 21st at 4pm

Meeting adjourned 5:52pm by consensus

Minutes by Nicole Chase