



**Policies & Procedures Committee Meeting Minutes
November 15, 2017 Ten Pin Building Conference Room**

PRESENT

Board: Leah Stamper (Chair), Colin Fiske, Mary Ella Anderson, Ed Smith

Staff: Emily Walter, Melanie Bettenhausen, Laurie Talbert, Alanna Cooke, Jules Katz

Members: John Lucas

1. Welcome/Introductions/Agenda Review and Additions

Meeting commenced at 4:08pm. Leah welcomed everyone.

2. Approval of Minutes

October 18, 2017 minutes were approved by consensus.

3. Member Comments

None

4. Confidentiality Agreement

The group reviewed and discussed different versions of confidentiality agreements and code of conduct forms.

- What is the purpose of these confidentiality agreements?
 - o The purpose to make sure board members are aware of their obligations of confidentiality.
 - Mary Ella – would like the nominating committee to arrange a training for the board on ethics. This training could be part board orientation.
 - It would be useful to have some basic educational information in the board binder.
 - o The board binder should include what is and isn't proprietary information.
 - o Include things like confidentiality includes your spouse.
 - Mary Ella like the idea of signing a “certificate” so to show that they received a training.
 - o Colin points out that is what the code of conduct does.
 - Ed also suggests having committee members that are witness to proprietary information sign the code of conduct.
- ACTION:** The nominating committee will work with Emily to update the binder and plan to include this topic during board orientation training.

Ed - Because employee board members have signed an employee confidentiality agreement they are not allowed to share information pertaining to the co-op with the board.

- The group interprets the language differently than Ed.
- Colin – do employee directors need to sign a different form?

Colin – if it's point of unclarity a bullet point could be added that address the board.

- This would satisfy Ed.

ACTION: Melanie will follow-up with Ed.

The group discussed under what circumstances a board member can be removed from the board.

- Colin – could we add qualifications to become a board member to the bylaws that would help remove a board member. i.e. add the ability to not breach proprietary information and then if they do, that would deem them ineligible and therefore there would be grounds to remove them from the board.
- Allana - it's better to be proactive than reactive. It's better to work on these types of issues when there is no issue.
- Colin – look at the interpretation of state law. Does state law and our bylaws allow the board to remove someone from the board for the reason of violating qualifications for candidacy established in board policy?
- Ed – if state laws supports this, then board could be held accountable to confidentiality

- **Recommendation to the board:** Leah will get board approval to speak with the board attorney on this topic.

5. Unclaimed Equity Policies – reported by Melanie

The group reviewed the most current version of Therese’s memo on the big screen.

- The definition of dormant = people that we’ve had no contact with. Therese likes the term dormant, those who still have active memberships, but that we are tracking no contact for.
- There should be a period of dormancy, not dormant memberships. Member becomes dormant after three years of no contact and then we escheat the shares.
- We want to be clear with our membership about who has rights to share money.
- There needs to be a policy to make sure that a person can only be on one membership.

The group then discussed switching over to single-person memberships.

- The PPC committee would like to review new membership materials at the next meeting.
- John – wants the membership paperwork changed immediately to reflect the single-membership.
- Staff – there are at least 15 documents that need updating and it will take some time to do so.
- It was decided that January 1 will be the roll out date for starting to sign up single memberships.

ACTION: Laurie and Jules will review the documents that absolutely need updating to have ready for the Jan. 1 date.

6. Review Hotlist Items

- One person – one membership (limit on # of memberships a person can have) – ED
- Unclaimed Equity Policy

7. Agenda Items for Next meeting:

- Hotlist
- Update on single-membership roll out
- Review new membership materials

8. Next meeting: December 20 at 4pm

Meeting adjourned 5:53pm by consensus.

Starting in January, PPC meetings will start at 5:30pm to accommodate more attendees.

Recommendations for the Board:

- Authorize Leah to speak with the board attorney to find out if state law and our bylaws allow the board to remove someone from the board for the reason of violating qualifications for candidacy established in board policy?

Minutes by Emily Walter