



Policies & Procedures Committee Meeting Minutes
February 17, 2016 Ten Pin Conference Room

Present at start of meeting

Board: Dave Feral, Colin Fiske, Leah Stamper and Cheri Strong

Staff: Melanie Bettenhausen, Alisha Stafford and Bella Waters

Member-owners: John Lucas

Meeting commenced at 6:05pm. Colin Fiske welcomed everyone.

Agenda Review. No changes discussed

Minutes. **Consensus to approve January 20, 2016 minutes.**

Board Meeting follow-up. Discussion included:

- Annual Membership Meeting Date. Discussed current conflict between PPC bylaw amendments and Nominating Committee election timeline, objective of Annual Membership Meeting, staffing issues in October. Some committee members felt strongly that election results and seating of the new board should happen at the Annual Membership Meeting, while others would prefer the event, which is largest gathering of members each year, to be part of the election process and opportunity for members to meet candidates. Concerns about creating another situation with lag time between end of election and start of board terms, but hard to avoid that. Some interest in holding an election kickoff event, but that's not possible this year. Seven day provision in Bylaw is optional. Current proposal is to hold Annual Membership Meeting during election period and extend the voting period to end as close as possible to November 1st term start/end date. **Consensus reached that the Annual Membership Meeting will stay on October 22nd and close of election to be scheduled towards end of October.** Nominating Committee will work on timeline.

Ex-Employee Candidate Qualification concerns. Discussed concerns, importance of remaining a democracy, determining conflict of interest, option of contesting a decision, disclosing conflict of interest. Colin suggested revision to third bullet that would require potential conflict related to previous employment at the Co-op be disclosed. Policy already allows a person to contest a decision and the Nominating Committee decides what an overriding conflict of interest is. Protects the Co-op by telling a person to reveal conflict of interest prior to candidacy. This would allow previously fired employees to run for the board, but they'd be asked to disclose any conflict of interest. If there was overriding conflict of interest they would not be eligible to run. **Consensus reached to revise third bullet and recommend for Board adoption:** *The following are the basic qualifications for candidates for the Co-op Board:*

- *Has no record of shoplifting at the Co-op or has had the right to shop reinstated according to operating procedures.*
- *If previously employed by the Co-op, was not fired within the past 12 months.*
- *Any actual or potential conflict of interest, including any potential conflict relating to previous employment at the Co-op, is disclosed and there is no overriding conflict of interest.*
- *Any past felony conviction is disclosed and there is no conviction which in the judgement of a reasonable person precludes service on the board.*
- *Is a member of the Co-op at the time of submitting application for candidacy.*

The Nominating Committee shall use these qualifications to determine whether a candidate is excluded from candidacy. Should the Nominating Committee exclude a candidate, the full board may reconsider the exclusion provided the candidate chooses to contest it in a timely manner.

continued...

Active membership qualifications/purge policy. Discussion included:

- John reviewed his proposed Inactive Members Policy. Colin will clean up language, add that records are reviewed annually and PPC will discuss at March meeting.
- Staff reviewed number of memberships that may be purged, which does not include people in their first year of membership. Between 4,691-6,678 membership may be purged due to no patronage, or patronage less than \$50 in current fiscal year. Board will decide if purge should be only members with zero patronage or less than \$50 in patronage for this first purge. Goal is to clean up membership database, then continue doing mini purges each year. Staff will write up outline of process. Last purge was in 2005.

Review next steps for proposed bylaw section 1.09. Discussion included:

- Colin clarified attorney Van Baldwin's recommendations on proposed bylaw sections 2.02 and 2.08. Two main issues: whether a membership is entitled to vote if one member has moved outside of California and wording of member vs membership throughout the bylaws. Colin noted that those issues will be address by proposed bylaw section 1.09 and 4.13. There's no legal issues with the proposed bylaws and PPC will review Van's comments in more detail at March meeting.
- Committee discussed proposed bylaw 1.09 and discussed various names for the section (Membership Agent, Representative, and Designated Representative).
- What is a household membership and who is the member, benefits of having more than one person on a membership.
- Discussed a one-time only membership gift for membership with more than one person, then going forward only one person per membership, but potentially household shoppers. Challenge with disentangling the share investment, patronage, people tied to their number, letting members decide who keeps current number and who receives new number, what to do with default members, fiscal impact of households receiving multiple membership discounts.
- Primary reason for section 1.09 is to move to implement electronic voting. Melanie will check with web developer to see if they can create an electronic voting system that works with current bylaws.

Status of attorney and bylaws. Briefly discussed and will continue discussion at March meeting.

Newsletter policy status update. Tabled to March meeting.

Review new business from hotlist. Tabled to March meeting.

Agenda items for next meeting.

Proposed bylaw 4.02 and 5.05 feedback

Active membership policy

Status of attorney and bylaws

Newsletter policy status update

Review new business from hotlist

Next Meetings: March 16 @6pm

Meeting adjourned at 8:07pm by consensus.

Minutes by Bella Waters

Recommendations for Board:

- 1. Recommend that the Board approve the updated board candidate qualification policy.**