



Policies & Procedures Committee Meeting Minutes

May 13, 2015 Ten Pin Conference Room

Present

**Board:** Dave Feral

**Staff:** Melanie Bettenhausen and Bella Waters,

**Member-owners:** Colin Fiske, John Lucas, and Mo Burke

Meeting commenced at 5:34pm

Dave Feral welcomed everyone. John Lucas provided some background information about his participation in the Co-op, which began in the '70s.

Dave provided Chapters 4 & 5 of the Legal Sourcebook as reference materials, as well as a project ranking criteria process. Group felt the Articles of Incorporation are fine at this point and the criteria process may be useful if the committee has enough issues that need to be organized.

Review any changes board made to PPC Charter. Discussion included:

**Reporting to Board.** Revised with Board's suggestion of clarifying which items the Committee Chair can place on the Board agenda. First sentence to now read "...place items *from the Committee* on any..."

[Mo Burke entered 5:58pm]

**Composition.** Discussion included:

- Group in agreement that there be a staff liaison and that it's a non-voting committee member. That person is designated by the General Manager, so could be perceived as a proxy vote for the General Manager. At large members could include member employees.
- Unclear if board members are eligible to vote. Committee rearranged section to be clearer.
- Added "any number of" to be clearer without the need to include number of members allowed on the committee—there is no limit.
- Admin Code Section B already states that the Board majority must authorize the selection of committee members, so removed the third sentence regarding board appointment. Board will appoint committee chair and potentially members during their retreat, where all committee chairs are appointed.
- Appointed members will automatically receive voting rights without having to attend 3 out of the last 5 meetings.
- Section rephrased to:

Voting members of the Committee shall be composed of at least two Board members and any number of at large members as follows: at large members shall attain and retain voting privileges by attending at least three out of the last five meetings. Co-op members are always invited to sit in on meetings. The General Manager will designate a non-voting staff liaison.

**Motion:** Recommend that the Board adopt the Policies and Procedures Committee charter as submitted.

**Consensus reached**

Group discussed pros/cons of the project ranking criteria and don't believe it's necessary at this point as it would require more time to determine the point system, correct wording, etc. Documents are hierarchical, so need to work from top down so documents are not further out of compliance.

Review Correspondence & History of Admin Code/Bylaws. Discussion included:

- Current Admin Code is challenging as it hasn't been updated with current policies. When updating Admin Code, include reference with bylaw.
- Would be helpful to have a master/goddess document of the Admin Code in the cloud for all directors to access.
- It has been suggested in the past to change the name to Board Policies Handbook or something similar.
- Dave has talked to attorneys Van Baldwin and Therese Tuttle and would like to have them meet and review the current bylaws for legalities and clean up confusion around distribution. Need to create cooperation among the current bylaws. Van noted he'd work pro bono. Need to make sure current bylaws aren't out of compliance.
- Group discussed that the lawyers have already reviewed the current bylaws, but would be useful to have them create a starting point since there's information that the 2009/2012 are out of compliance. Could fix legality issue and have membership vote this fall, then can work on other issues for a later vote.
- Committee would need to have potential bylaw change proposal to the Board at August meeting for inclusion in election materials. Melanie advised Committee to have two opportunities for Board to review potential bylaw changes. Tight timeframe and may not be possible.
- If no legal changes necessary, advertise that and what the committee is going to work on and invite other members to join the process.
- 2014 proposed bylaws will not be thrown out; portions might fit well with current bylaws.

[Colin Fiske left 6:54pm]

**MOTION:** Recommend that the Board approve an initial meeting of Van Baldwin and Therese Tuttle to review the current bylaws and advise what changes should be made to address the issues of legality and share distribution.

**Consensus reached**

John noted that as a consumer cooperative, North Coast is burdened with requirement of tracking patronage and the only benefit is tax laws. By paying patronage refunds North Coast escape taxation and need to take full advantage of the tax laws.

Agenda items for next meeting Discussion included:

- "Hot List" prepared by staff as a mindmap, showing which items are related to which documents (bylaws, Admin Code, etc.)
- Board response to Charter
- Board response to recommendation of attorney meeting
- Draft overarching policy for general committee membership

Next Meeting June 10, 2015 5:30pm to 7:30pm at Ten Pin Conference Room

Meeting adjourned at 7:24pm

Minutes by Bella Waters

Recommendations for Board:

1. PPC recommend that the Board adopt the Policies and Procedures Committee charter as submitted.
2. PPC recommend that the Board approve an initial meeting of Van Baldwin and Therese Tuttle to review the current bylaws and advise what changes should be made to address the issues of legality and share distribution.