



Policies & Procedures Committee Meeting Minutes
July 9, 2015 Ten Pin Conference Room

Present

Board: Dave Feral, Fred Moore, and Jessica Unmack

Staff: Kelli Reese and Bella Waters

Member-owners: Colin Fiske

Meeting commenced at 5:35pm

Dave Feral welcomed everyone and thanked them for being at the meeting. Two additional agenda items to discuss that are timely.

Bylaw Section 4.13. Bella explained that with her initial research into online voting the requirement of Section 4.13 to allow multiple ballots cast by one membership, in which then those ballots are reviewed for the majority vote, will be a hindrance to online voting. The vendors she has spoken to do not have a workable solution for this requirement as their systems are set up to not allow duplicate votes, thus not allowing for a majority vote of those duplicate ballots. If committee could create a recommendation for the Board, the Board could approve the language and bring the change to the membership for a vote this year, thus allowing for the option of online voting in fall of 2016. The committee discussed who should get the vote, limiting memberships to two people, providing amnesty for memberships with more than two people, allow people to apply for scholarships to purchase a membership, etc. The Committee agreed to not define membership but to have definitive language on one member, one vote, regardless of how many people are on a membership, as per the Co-op Principles. The Co-op should not be mediating intramembership disputes; up to the multiple parties on a membership to decide among themselves who will vote. Current Bylaw Section 4.13. Voting of Memberships reads:

- (a) Each member of the Corporation is entitled to one (1) vote on each matter submitted to a vote of the members regardless of the number of shares owned in any class.
- (b) If a membership stands of record in the names of two (2) or more persons whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, persons entitled to vote under a agreement, or otherwise, or if two (2) or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary is given written notice to the contrary and furnished with a copy of the instrument or order appointing them or creating the relationship, the vote of one (1) joint holder will bind all, when only one (1) votes, and the vote of the majority will bind all, when more than one (1) joint holder votes.
- (c) The record date for determining the members entitled to vote at a meeting or cast written ballots is forty-five (45) days before the date of the meeting.
- (d) Cumulative voting shall not be permitted for any purpose.
- (e) Voting by proxy shall not be permitted for any purpose.

Committee revised language that reiterates one member, one vote and would allow for the option of online voting:
Section 4.13. Voting of Membership

- a) Each membership shall have the right to one vote in Co-op elections
- b) No membership may have more than one vote
- c) There shall be no proxy voting in Co-op elections
- d) The record date for determining the members entitled to vote at a meeting or cast ballots is forty-five days before the date of the meeting.
- e) Cumulative voting shall not be permitted for any purpose

Consensus reached to present to the Board the revised language to replace current Bylaw Section 4.13 along with the caveat that there are still issues to work on in terms of how paper and electronic ballots interface. Those procedures

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can be included in the Administrative Code/Board Policy Manual. If Board approves the change the membership can vote on it this year.

Tabled discussion of discrepancy between dates for record date of notice (30 days) and date of entitlement for voting (45 days).

Employee Membership Composition. Dave noted that staff has asked for direction from the Board on a policy for who can share an employee's membership. Committee felt it should be limited to household, and similar to other employee benefits that have eligibility rules (insurance, etc.) Colin would like to hear employee directors input. Committee requested time for this discussion on the August agenda.

Potential Policies. Committee quickly reviewed list of suggested new policies or changes. Briefly discussed eligibility for Board. Bella will research if there's legal issues in limiting who can be on the Board and indicate on list what is bylaws vs. Administrative Code/Board Policy Manual.

Administrative Code states September 1st as member date of record for voting, which contradicts bylaw section 4.13.

Consensus reached to remove reference of member record date (second bullet in General Membership Voting section) in Administrative Code.

Agenda items for next meeting

- Review prior Newsletter policy
- Discuss how members can join committees
- Facilitator information

Next Meeting August 12, 2015 4:30pm to 6:30pm at Ten Pin Conference Room

Meeting adjourned at 7:23pm.
Minutes by Bella Waters

Recommendations for Board:

1. Recommend that the Board approve the revised language of Bylaw Section 4.13 to replace current Bylaw Section 4.13.