



Policies & Procedures Committee Meeting Minutes
November 11, 2015 Ten Pin Conference Room

Present

Board: Colin Fiske and Dave Feral

Staff: Kelli Reese, Alisha Stafford and Bella Waters

Member-owners: none present

Meeting commenced at 3:04pm. Colin Fiske welcomed everyone and thanked them for being at the meeting.

Agenda Review. Two items from the board meeting: newsletter policy and code of ethics successor document.

Minutes. **Consensus to approve October 14 2015 minutes.**

Board Meeting follow-up. Discussion included:

- Newsletter policy. Simple policy that includes priorities for newsletter, including primary purpose is communication with members. Kelli R. will discuss with Marketing and Membership Director Melanie after thanksgiving. **Consensus reached that newsletter policy will include broad parameters and Kelli R will work with Melanie and present a policy to PPC after Thanksgiving.**
- Code of Ethics successor document. Kelli provided information regarding the Co-op's insurance and Colin noted that the insurance does not require the Board to have a code of ethics or any specific requirements on what that would be. Colin likes John's suggestion of citing California Corporations Code sections 12370-12377, which are standards of conduct. Also include references to Co-op's Bylaws, Articles of Incorporation, cooperative principles and values, then add a page for the person to sign that they've read and understand the documents and will stand up to those. Documents can be provided electronically in a candidate packet, though hard copies may improve people's chances of reading them. Dave in support of agreement signed when the person is elected. **Consensus reached on Colin organizing the material and drafting a statement of understanding to be reviewed at the PPC's December meeting.**

Review rearranged draft Board Policy Manual. Discussion included:

- Colin has concerns about the Board Member Handbook and conflicting statements in binder.
- Dave noted that the Board Member Handbook needs to be reviewed for what's legally required to be included and then functioning language.
- With approval of Board Policy Manual, older items in the Board Member Handbook can be removed.
- Format of Board Policy Manual is good and matches with bylaws. **Consensus reached with format of Board Policy Manual.** Bella will approve 'track changes' for rearrangement and continue working on formatting issues. All newly approved board policies will be automatically entered into the living draft of the Board Policy manual.

Continue reviewing approved policies. Discussion included:

1. Officer Nomination Process. Committee discussed difficulties with lag time between elections, annual membership meeting and director term start date of November 1st, as per current bylaws. Would like a process that allows time for soliciting nomination/recommendation of officers prior to annual meeting. Revised policy would be a package deal with two bylaw changes: Bylaw section 4.02 would change to not specify the month that the annual membership meeting would be held, but a date of 10 days after the close of the election. Section 5.05 would change so director terms begin at the Annual Membership Meeting. Colin voiced concerns of Nominating Committee putting together the slate. Dave noted that a variety of slates can be offered – nominating vs running of candidates, for example. Annual Membership Meeting is a legal board meeting. When policy is approved it will be entered into Board Policy Manual. Colin noted that some committees may not have board members on them until February retreat. Dave responded that board committee members could be assigned in November and then revisited at the retreat. Bylaw section 5.16(a) will be flagged for later

continued...

discussion **Consensus reached to recommend that the Board approve the revised Officer Nomination Process and changes to bylaw sections 4.02 and 5.05.**

Revised Officer Nomination Process

- ~~• The Board will hold a special “Organizing Meeting,” two weeks after the Annual meeting, when the new board is seated and the board can nominate officers.~~
- ~~• Old and new board members will attend.~~
- In advance of the Organizing **Between the close of the election and the Annual Membership Meeting**, the Nominating Committee will send request via email to **that all board members of the new board**, to ask them to identify: 1) any officer role, or committee chair position they’d like to fill – 1st choice/2nd choice; 2) anyone **they** would like to recommend. The Nominating committee will then compile **the recommendations or nominations** a recommended slate and present it **them for a vote at the Organizing Meeting–at the Annual Membership Meeting.**
- **If time permits, the Nominating Committee will circulate the recommendations to the members of the new board prior to the Annual Membership Meeting.**

	Current Bylaw Language	Proposed changes:
Section 4.02: Regular Annual Meetings	A regular meeting of members shall be held annually in October for the purpose of transacting any proper business, including the election of Directors, that may come before the meeting. The board of Directors shall determine the date and location of the regular membership meeting.	A regular meeting of members shall be held annually within 10 days after the close of the election for the purpose of transacting any proper business, including the election of Directors, that may come before the meeting. The board of Directors shall determine the date and location of the regular membership meeting.
Section 5.05: Terms of Office	The terms of office for all Directors shall be three years. Directors will be elected such that terms are staggered and will serve no more than three consecutive terms as a director. Each director shall hold office until the expiration of the term for which he or she is elected and until the election of a qualified successor. Director terms begin on the first day of November of each year.	The terms of office for all Directors shall be three years. Directors will be elected such that terms are staggered and will serve no more than three consecutive terms as a director. Each director shall hold office until the expiration of the term for which he or she is elected and until the election of a qualified successor. Director terms begin at the Annual Membership Meeting

2. Executive Committees. Policies two and three conflict. **Consensus reached to recommend the following three revised Executive Committee policies for Board approval:**

- 1) That the Policies and Procedures Committee be changed to a standing committee.
- 2) The chair of all committees (standing, ad-hoc, task force) will be a North Coast Co-op board member **except when otherwise specified in a committee’s approved charter.**
- 3) ~~Chair of The Co-op Member Action Committee could~~ **may select its own chair who may or may not be a board member rather than a board member and it allows the members of the CAC to select their own chair when it reconvenes.**

3. Election Requirements for Candidates. Committee discussed the current requirements, which are more detailed than the bylaw requirements of being a member and a resident of California:

- a. No record of shoplifting at the Co-op. Shoplifters can still be members, but if they are unable to shop they won’t meet the \$50 patronization requirement and will be purged, with board approval, thus no longer a member. Kelli R. noted there are plans to ask the board to approve a purge in the next four months.
- b. Candidate has proven patronization of the Co-op. What does that mean and should a specific amount be included? Dave noted that the bylaws currently state a \$50 patronization requirement, and if the candidate is a member they have a year to spend \$50. Committee agreed to remove this requirement.
- c. If the Co-op previously employed a candidate, he or she was not fired within the year. Committee discussed at length and determined a year is an adequate cooling off period. Alisha noted that if a

candidate was stating false information as to why they were fired, management has no legal course for stating their side of the story.

- d. The candidate has no overriding conflict of interest, and any potential conflicts are listed on the application. Colin brought up John Lucas' concern of what 'overriding' means and in whose judgement. Candidates who list conflicts of interest could be sent to the whole board for review.
- e. Has the candidate been convicted of a felony? Kelli noted this maybe be a requirement for the ABC license. Requirement isn't prohibiting the person from being on the board, just asks if they have been. Kelli will provide information on legal requirements for having a felon on the board at December meeting.
- f. The candidate has local residency to complete their three year term. Committee agreed to remove this requirement.

Discussion on the candidate requirement policy will be continued at December meeting.

Bylaw section 4.13 status update and record date flexibility. Discussion included:

- Colin suggested continuing on with Section 4.13, minus John's suggestions and will return to his feedback on section 1.09 at a later date.
- MAC has no problem with language, but felt strongly that there should be a serious member education component to the changes. Dave agreed and would like to hold an education forum at a board meeting to educate members on the proposed change. Additional outreach will be discussed after the forums. All bylaw changes should be addressed during an education forum.
- Next steps discussed as asking Board to identify an attorney for the PPC to work with. Dave would also like to include education forums at each board meeting. **Consensus agreed to recommend that the Board identify an attorney for the Policies and Procedures Committee to work with. Consensus agreed to recommend that the Board send draft bylaw section 4.13 language to that attorney. Consensus agreed to recommend that the Board reserve 15-20 minutes per meeting for education forum.**
- Section 4.13 will be filed with 2016 member vote on bylaw changes, unless any overriding objects from the attorney. Colin asked if the Board could specify that council not reword the language, but state overriding reasons for why language doesn't work as currently stated.

Agenda items for next meeting.

- Candidate requirements policy
- Shares policies
- Consolidation of new items, which will be a contingent item on agenda.

Next Meeting: December 9 2015 3pm to 5pm at Ten Pin Conference Room. Dave noted it's challenging for people to meet at 3pm and asked if the meeting could be moved later and staff find a way to relieve Bella. Colin agreed with the statement of the problem. Kelli suggested that MAC take their own minutes, thus one less meeting for Bella. Colin noted that could be difficult. Bella agreed to a three month trial period of starting the meeting at 6pm. Starting in January 2016, PPC meetings will move to either the second or third Wednesday of the month from 6-8pm, dependent on MAC's meeting days.

Meeting adjourned at 5:04pm by consensus.

Minutes by Bella Waters

Recommendations for Board:

1. Recommend that the Board approve the revised Officer Nomination Process and changes to bylaw sections 4.02 and 5.05.
2. Recommend the following three revised Executive Committee policies for Board approval.
3. Recommend that the Board identify an attorney for the Policies and Procedures Committee to work with.
4. Recommend that the Board send draft bylaw section 4.13 language to that attorney.
5. Recommend that the Board reserve 15-20 minutes per board meeting for education forum.