



**Policies & Procedures Committee Meeting Minutes  
June 21, 2017 Ten Pin Building Conference Room**

**PRESENT**

**Board:** Colin Fiske

**Staff:** Nicole Chase, Alisha Hammer, Emily Walter, Laurie Talbert

**Members:** John Lucas

**1. Welcome/ Introductions/Agenda Review and Additions**

Meeting commenced 4:03 pm. Colin Fiske welcomed everyone and introductions were made.

**2. Approval of Minutes**

May 17, 2017 minutes were approved by consensus.

**3. Follow up from Board**

Recommended changes to the bylaws and finances charter were approved at the June Board meeting.

**4. Review John Lucas' email regarding qualifications for board members**

- John shared some Co-op history: In 1975, it was approved to have two elected employees on the board. At that time there was no management, all were equally employed. John was one of the first elected employee board members. John simply wants to have open discussion on this topic. He's particularly interested in discussing the best ways to get the most competent people on the board, which could include management.
- Colin likes the idea of removing barriers to board involvement. With the current structure of employees, it seems it would be hard to keep democratic process if we were to open all board seats to employees. For example, if an employee that is directly supervised by the GM became a board member, then that employee would potentially be able to discipline or fire the GM. Basically, the board employee and GM would have the ability to discipline each other which is not best practices.
- Colin notes that this is a consumer co-op and not a worker co-op. He believes this to be part of the reasoning to not open all board seats to employees, who could then potentially manage operations unfairly towards employees and not members. He also believes the current situation is a good hybrid of a worker/consumer co-op.
- Some were worried about disgruntled employees getting on the board.
  - o The nominating committee oversees who is allowed on the ballot and should be able to keep this from happening.
- One idea is to keep 2 employee-only seats, and then allow 1-2 more employees to run with the general election.
- Some expressed concerns that employees could have an advantaged ability to rally to win all seats, with the low turn-out of member voters.
- Improvements should be made to recruitment and increasing the number of qualified candidates – but adding more employee seats doesn't necessarily fix these problems.
- The majority of the group likes the current set-up with only 2 employee board members and would like to spend time focusing on improving recruitment and cultivating leaders.
- This could be a good topic for the Nominating Committee to discuss if they are inclined to do so.
- If the PPC chooses to revisit this item, an effort should be made to invite more attendees, as attendance is low at this meeting.

**ACTION:** Nic will forward John's email to ED, chair of the nominating committee.

5. **Propose updates to the Board Policy Manual**

Some of the bylaw changes that the board approved in June need to be updated in the Board Policy Manual (BPM). The BPM was viewed by the group on the big screen while updates were entered using track changes, which will be included with these minutes.

- BPM Section 2 B - Fair Share Definition

The PPC committee recommends updating the definition of a Fair Share member to reflect recent changes of the definition in the bylaws.

**Recommendation to the board:** Approve the changes as proposed to section 2 B

*(Laurie Talbert excused herself from the meeting.)*

6. **Review Hotlist Items:**

The group continued to review hotlist items and needed updates to the BPM.

- BPM Section 2 A – Repurchasing Shares

The Co-op is currently working on clearing out inactive members (approximately 4,000 members are inactive). The PPC committee recommends removing the first bullet point in this section, as it is unnecessary and could hinder the co-ops ability to clear-out inactive members. The second bullet points give authority to the board to delay repurchase shares if the co-op is not in good financial position to be repurchasing.

**Recommendation to the board:** Approve the changes as proposed to section 2 A

- BPM Section 12 C - Updates to the Board Policy Manual

Much of this section is out of date. Changes were made to reflect current procedures.

**Recommendation to the board:** Approve the changes as proposed to section 12 C

- Board Meetings

What decision making process does the board follow? An informal process based on Roberts Rules of Order is currently being used. After discussion, the group believes the current decision-making process is working well, and therefore there is no reason to make changes. This item will be removed from the hotlist.

- BPM Section 5 C a. – Policies & Procedures Committee Charter

The current charter states that PPC agendas will be distributed 10 days prior to meetings. The group changed this to one-week, to follow the same procedures as all other board and committee meetings.

**Recommendation to the board:** Approve the changes as proposed to the PPC Charter in the BPM

- BPM Section 5 J – Education Forum

The current policy states that every board meeting will include a 15-20 minute education forum. Since this is not always feasible the group recommends changing the language to state that the board will strive to include education forums at each board meeting.

**Recommendation to the board:** Approve the changes as proposed to BPM Section 5 J

- BPM Section 5 H has already been updated and can be removed from the hotlist.

- The General Manager review process should be discussed in closed board session and removed from the hotlist.

*(John Lucas excused himself from the meeting.)*

- BPM Section 5 I – Board Meeting Summary

This section was updated to reflect that the Co-op News is no longer monthly.

<b>Recommendation to the board:</b> Approve the changes as proposed to BPM Section 5 I
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7. **Agenda Items for Next meeting:**

- SOP of how board should request information from staff (Melanie)
- Hotlist – 2 bylaw items

8. **Next meeting:** July 19<sup>st</sup> at 4pm

Meeting adjourned 5:55pm by consensus.

*Minutes by Emily Walter*

# PPC Recommended Updates to the Board Policy Manual

## Amendments to Section 2 B

### B. Fair Share Definition

~~The Board of Directors approves change in Fair Share status as one who has \$300 in B shares.~~

A "Fair Share" membership status is attained when a membership owns one (1) Class A Membership Share and at least \$300 in Class B Sustaining Shares (bylaw Section 2.08).

## Amendments to Section 2 A

### A. Repurchasing Shares

- ~~Co-op funds used to repurchase or buy back shares come exclusively from the proceeds of sales of new A and B shares.~~
- The Board of Directors shall determine when the re-purchase of shares may jeopardize the financial status of the Co-op, and therefore authorize a delay of the re-purchase (bylaw Section 2.06).

## Amendments to Section 12 C

### C. Updates to the Board Policy Manual

- In the course of using these Co-op Board Policy Manual procedures, it is the duty of all users to make notes of any necessary changes and updates as needed.
- Proposed changes and updates are ~~presented to the Board Secretary or Board Assistant.~~ considered first by the Policies and Procedures Committee or other relevant committee, which shall make recommendations regarding such proposed changes or updates to the full board.
- ~~The Board Secretary and Board Assistant will work together to include the updates on the next Board Policy Manual review section of the Agenda.~~
- ~~A Board Policy Manual Review section will be placed on the Board Agenda every twelve (12) months to allow opportunity to address the need for possible updates, if they should occur.~~
- ~~The Board Secretary will chair the update discussion and the Board Assistant will record Board meeting input for use in the update.~~
- ~~The Board, by a two-thirds (2/3) vote, may adopt the updated Board Policy Manual at the next appropriate Board Meeting. Changes to the Board Policy Manual must be approved by a majority vote of the full board.~~
- The Board Assistant will maintain a process for ensuring that distributed copies of the Board Policy Manual remain the most current.

## Amendments to Section 5

### C a. Policies & Procedures Committee Charter

Communication: Proposed agenda, and minutes of the previous meeting, shall be posted at Customer Service and on the Co-op's website ~~40 days prior to meetings, and will be~~ emailed to committee members one week prior to meetings.

### J. Education Forum

~~Each~~ The Board shall strive to include ~~meeting will include~~ 15-20 minutes for an education forum at each meeting.

### I. Board Meeting Summary

On a monthly rotating basis a board member will provide a summary of the previous board meeting to be made as widely available to members as possible. ~~include actions and observations of board meetings in the monthly Co-op News.~~