



Policies & Procedures Committee Meeting Minutes
February 15, 2017 Ten Pin Building Conference Room

Present:

Board: Colin Fiske, Ed Smith, Cheri Strong, Leah Stamper and Robert Donovan

Staff: Alanna Cook, Nicole Chase, Alisha Hammer and Kala Eichamer

Meeting commenced 4:04 pm. Colin Fiske welcomed everyone and introductions were made.

Approval of the January 2017 minutes by consensus.

Board meeting follow up: The recommendation from the January PPC meeting was approved by the board. The Single Person Membership Policy will go on the ballot for voting in October, the Nominating Committee is aware of this.

Zero Waste Policy: Colin has sent the draft to Maggie Gainer and Melanie for input. Melanie is fine with the policy as is, Colin has not heard from Maggie. Colin asks for feedback and comments from the group. Discussion of 5% goal, attainable at first, more challenging as time goes by. Staff will determine if tracked by fiscal year or calendar year. It would be good to report annual progress at the Annual Membership Meeting. Nicole asks how staff will determine the metrics for measurement? Colin, this was discussed at the January EAC meeting. There are several ways to track, some of which are less precise than others. Ideas discussed at the EAC meeting included tracking changes in sales of bulk and produce items after the Eureka store remodel, this could be one proxy for measuring waste & packaging generated by the Co-op. There will be a facilitated conversation about zero net impact and the deli remodel at the next EAC meeting. Colin does not want to get too specific with this policy to allow for operational variables. Cheri suggest the group approve the policy as is and send to the board. Consensus to recommend that the board accept the Zero Waste policy.

Purchase Policy Discussion: Review of changes Colin made per the conversation at the last meeting.

- In the Environmentally Sound section he reversed the wording order and included positive environmental impacts first. Also, changed the wording from “Will not sell” to “strives not to sell”.
- In the Merchandising policy, he added a bullet point about not promoting non-local products when possible. He also added a caveat to the bullet point regarding only marketing to adults to allow the Co-op to direct positive education for children.
- Colin shares the comments Melanie sent him: The value statements well written, she would like it added to the employee handbook. Regarding promoting local over non-local, is not so concerned about a conflict with the NCG contract but is not sure where that piece will go.
- Alisha likes the draft but has questions about the non-local not compete, what is the basis for determining comparable? Colin left this vague purposefully to allow staff to determine this. Alisha has concerns with complying to the NCG contract, she will look at it in detail. In the Environmentally Sound section she suggests adding “investment in clean renewable alternative energy”
- Colin moves to add “investment in clean renewable energy” to the sentence indicating significant positive impacts.
- Ed comments that whenever possible allows for limitations that may be imposed by the contract. Installing solar panels could generate a ton of waste. Colin, determination of waste production depends on how the embodied energy is measured and calculated. Often alternative energy solutions cost more up front. Leah comments that her new solar panels were all packaged in recyclable materials. Colin suggests that the policy could specify under implementation that the board may also take actions and adopt additional policy that may affect purchasing. Leah thinks it is implied that this policy is the starting point. Add caveat that board may take other actions from time to time. Consensus, the group agrees to add a sentence under implementation as follows: “Also, the board may adopt more specific policies or take other actions that may affect purchasing.” It will be

Consensus reached to recommend the board adopt the proposed Purchasing and Merchandising Policy as amended in this meeting. The proposed policy will replace the 10.a portion of the BPM.

Review hotlist. Consensus to start with the Bylaws changes.

- Section 5.16, clarifying the definitions of committees. Changes made:
 - **Executive Committees.** (a) The Board of Directors may create one or more executive committees to serve at its pleasure by resolution adopted by a majority of the number of Directors then in office when a quorum is present. Each executive committee shall consist of two (2) or more Directors appointed by a majority vote of the Directors then in office.
(b) Any executive committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to the following actions:
 - (1) The approval of any action for which the approval of the members or a majority of all members is required by law;
 - (2) The filling of vacancies on the Board or in any committee that has the authority of the Board;
 - (3) The fixing of compensation of the Directors for serving on the Board or on any committee;
 - (4) The amendment or repeal of Bylaws or the adoption of new Bylaws;
 - (5) The amendment or repeal of any resolution of the Board which by its express terms are not amendable or repealable;
 - (6) The appointment of committees of the Board or the members of such committees;
 - (7) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
 - Addition of: (c) A committee exercising the authority of the board (executive committee) shall not include as members persons who are not directors. However, the board may create other committees that do not exercise the authority of the board and these other committees may include persons regardless of whether they are directors.
- Sections 6.01, specifying that officers must be directors/clarifying officer duties. Changes made:
 - Section 6.01. **Titles.** The officers of the Corporation shall be a President, Vice President, Secretary, ~~Treasurer, Chief Financial Officer,~~ and any other officers with such titles and duties as determined by the Board of Directors and as may be necessary to enable it to sign instruments. The President is the Chief Executive Officer of the Corporation. Any number of offices may be held by the same person. The ~~officers-President~~ shall be chosen from among the Directors elected by the membership of the Corporation.
 - (a) The President. The president shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and Directors, and be an ex-officio member of all the standing committees, including the executive committee except where such membership would constitute a conflict of interest. Except as otherwise expressly provided by law, or by these Bylaws, he or she, in the name of the Corporation, shall execute such deeds, mortgages, bonds, contracts, checks, or other instruments, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors or these Bylaws.
 - (b) Any Vice President. In the absence or disability of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

- (c) The Secretary. The secretary's duties shall include but not necessarily be limited to the following:
- a. Keeping, or causing to be kept, at the principal executive office of the Corporation, a book of minutes of all meetings of Directors, and, if applicable, meetings of committees of Directors and of members. The minutes shall state the time and place of holding of all meetings; whether regular or special, and if special, how called or authorized; the notice thereof given or the waivers of notice received; the names of those present at Directors' meetings; and an account of the proceedings thereof.
 - b. Keeping, or causing to be kept, at the principal executive office of the Corporation, the original or a copy of the Bylaws of the Corporation, as amended or otherwise altered to date, certified by him or her.
 - c. Giving, or causing to be given, notice of all meetings of Directors required to be given by law or by the provisions of these Bylaws.
 - d. Having charge of the records and the seal of the Corporation and have such other powers and perform such other duties as may from time to time be prescribed by the Board or these Bylaws.
 - e. Exhibiting at all reasonable times to any Director of the Corporation, on request therefore, the Bylaws, the membership book if any, and the minutes of the proceedings of the Directors of the Corporation.
 - f. In general, performing all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (d) The ~~Chief Financial Officer~~ Treasurer. The ~~Chief Financial Officer's~~ Treasurer's ~~Dd~~ duties shall include but not necessarily be limited to the following:
- a. Keeping and maintaining, or causing to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation.
 - b. Rendering to the president and Directors, whenever they request it, an account of the financial condition of the Corporation.
 - c. Exhibiting at all reasonable times to any Director of the Corporation, the books of account and financial records on request therefore.
 - d. Preparing, or causing to be prepared, and certifying or cause to be certified, the financial statements to be included in any required reports.
 - e. Having such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

- Section 10.01-10.02, allowing the board to put bylaws changes to a vote of the membership at their discretion even if they're not required to do so. Changes include:
 - **Section 10.01** Bylaw Changes by the Board. The Bylaws ~~may shall~~ be adopted, amended, or repealed by the Board of Directors to the extent permitted by law at a duly held meeting of the Board of Directors by a majority of all directors unless the action would:
 - (a) materially and adversely affect the rights or obligations of members as to voting, dissolution, redemption, transfer, distributions, patronage distributions, patronage, property rights, or rights to repayment of contributed capital;
 - (b) increase or decrease the number of members or shares authorized in total or for any class;
 - (c) effect an exchange, reclassification, or cancellation of all or part of the memberships or shares;
 - (d) authorize a new class of memberships or shares;
 - (e) change the number of Directors or establish a variable number of Directors;
 - (f) extend the term of a Director beyond that for which the Director was elected or increase the terms of the Directors;
 - (g) allow all or any portion of the Directors to hold office by virtue of designation or selection rather than by election by the members; ~~or and~~
 - (h) allow the Board to fill vacancies occurring in the Board by reason of the removal of Directors.
- Section 10.02.** Bylaw Changes by the Members. Where the Board of Directors is denied the right to adopt, amend, or repeal these Bylaws pursuant to Section 10.01 of these Bylaws, or where a majority of Directors then in office vote to submit the action to the members for approval, these Bylaws shall be adopted, amended, or repealed by approval of the members.
- Section 1.02, clarifying qualification of membership. Changes include:
 - **Section 1.02. Qualifications of Members.** Any person, including any organizations (except a subsidiary of the Corporation) may become and remain a member of this Corporation by:
 - (a) Complying with such uniform conditions as may be prescribed by the Board of Directors;
 - (b) Making full payment of any non refundable membership fee as set forth in Section 1.06 of these Bylaws;
 - (c) Making full payment for one class A membership share(s) as described in Section 2.02 of these bylaws; and
 - (d) If a natural person, being a resident of California, or if an organization being incorporated in California.
 - This change will need to be put to membership to vote on in October election. Recommend to the board to authorize Colin to consult with the Board's attorney and authorize the above changes.

Agenda items for next meeting.

1. Board Meeting follow-up
2. Review if necessary any input from Van, if available
3. Hot List review
4. Add item #6 from bylaws onto the agenda

Next Meetings: March 15th meeting @4pm.

Meeting adjourned at 5:50 pm by consensus.

Minutes by Kala Eichamer

Recommendations for Board:

1. The committee recommends that the board accept the Proposed Zero Waste Policy. (see attachment).
2. The committee recommends the board adopt the proposed Purchasing and Merchandising Policy as amended in this meeting. (see attachment) The proposed policy will replace the 10.a portion of the BPM.
3. The committee recommends that the Board authorize Colin to consult with the Board's attorney to ensure that proposed changes to Bylaws Sections 1.02, 5.16, 6.01, 10.01 and 10.02 do not present any legal issues, and then return the proposed changes to the Board or the PPC as appropriate."