



Nominating Committee Meeting Minutes
Ten Pin Building Conference Room
August 16 2016

Present

Board: Leah Stamper and Cheri Strong

Staff: Melanie Bettenhausen, Sarah Burns, Ed Smith, Alisha Stafford, Bella Waters, and Michelle Wells

Meeting commenced at 1:08pm by Leah Stamper. Button discussion was added to agenda.

Minute approval. **Consensus reached to approve July 26 2016 minutes.**

Board Policy Manual. **The committee reviewed the board election section of the Board Policy Manual and recommend the following updates/additions/ to the Board Policy Manual:**

1. Filling mid-term board vacancies. Direction for filling vacant mid-term employee director seat is recommended:
 - a. When an employee director seat is vacant mid-term, an employee election should be held, when feasible. The elected employee director candidate may then be appointed to the board, Board maintains authority to appoint without election when necessary.
2. Voting eligibility date for employee director is changed as follows:
 - a. ~~The date at two weeks prior to~~ last day of the Employee Election is the date used (date of record) to validate an employee membership ballot for the election. An employee membership ballot is counted only if the date of record is current and if the employee is still employed by the Co-op on the day that ballots are counted.
3. General Membership Voting. Date of record in BPM inconsistent with bylaws. Update as follows:
 - a. 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. (Section 4.13(c)). ~~September 1st is the date used (date of record) to validate a Member's ballot for the year. A Member's ballot is counted only if the date of record is current.~~
4. Clarification on how many write in spots are allowed and requirements. Update as follows:
 - a. Write in Candidates are permitted. A line for "write in" shall be placed on the General Election ballot for each open General Director seat and counted by the NC.
 - b. Write in candidates must be current member-owners of the North Coast Co-op and agree to candidate requirements. If a write-in candidate is elected, they are required to return requested paperwork before being seated.
5. General Election Ballot Counting. Clarified location, who can observe, and how ballots are counted to be consistent with bylaws.
 - a. At the close of voting period the NC convenes at a disclosed location ~~at either store~~ to count ballots, no later than two (2) days following close of voting period. Members can observe the ballot counting process.
 - b. If a membership stands of record in the names of two or more persons, the vote of one joint holder will bind all, when only one votes, and the vote of the majority will bind all, when more than one joint holder votes (Section 4.13(b)). ~~When two ballots are received by the same member number, only the ballot of the primary member is counted. The second ballot (of the authorized user of the membership) is discarded.~~
6. General Election Results. Recommend streamlining the notification process, removal of reference to Annual Membership Meeting, and two other recommended points:
 - a. ~~Within two (2) days of election closing,~~ NC Chair shall ensure that the candidates and inform the Board are notified ~~Secretary of the election results. Board Secretary shall ensure all Candidates~~

~~are notified of election results~~ as timely as possible but before public announcement is made.

Elected candidates are ~~asked~~ required to sign and return Code of Conduct.

- ~~b. Board President and/or NC Chair shall formally announce election results at the October Annual meeting~~
- ~~c. Newly elected Directors are seated at the Co-op's Annual meeting in October.~~
- ~~d. Board President shall read the written report of the election results at the Co-op Annual meeting in October.~~
- e. NC Chair shall ~~oversee~~ ensure shredding of ballots within ten (10) days after newly elected Directors are seated on the Board.
- f. In compliance with California Corporations Code Section 12594, members have 60 days to request the results of the director election and see the votes per candidate.

2016 Election Material Review. Discussion included: Extra copies of the Special Election Section that is being mailed to all members will be available online and at voting tables to take home and also table with. Committee is okay with staff working on the banner to make it look okay in regard to the various sizes of the candidate statements. Banner should also include invite to Annual Membership Meeting to discuss bylaws and meet candidates. Ballot and banner will be emailed to Nominating Committee for final approval as well as shown to Policies & Procedures Committee.

Candidate Application Review. Discussion included: Committee agreed that membership requirement is very clear in application and candidate brochure. Will update 2017 Application to read "All elements of this application are required".

Buttons. Committee discussed use of buttons and agreed that the co-op can provide generic 'VOTE' buttons to promote the election. Individuals can make their own, as campaigning is the responsibility of candidates and notification of voting is the co-op's responsibility. Generic vote buttons would be available to all candidates and employees to wear. Discussed having buttons as part of package for candidates, along with their campaign guidelines. **Committee agreed to add the following as a recommendation for Board Policy Manual point and update the 2017 Campaigning Guidelines Brochure: Providing personalized campaigning materials is the responsibility of candidates.** General 'VOTE' stickers were also discussed.

Next Steps.

- Bella will draft minutes and recommended Board Policy Manual change sections and send to committee for review.
- Leah will send Code of Conduct, Campaigning Brochure and invite to Candidate Forum and Annual membership meeting to candidates.

Ed asked who can count ballots. **Committee agreed on revising the following section of Board Policy Manual to be clearer:**

General Election Ballot Counting:

NC and their designees will count ballots. Current Candidates are excluded from the ballot counting process but may observe. With exception to notifying candidates, board and necessary staff, all participants and observers must agree to refrain from disclosing election results until a public announcement is made.

Next meeting: October 27 9am-1pm Ten Pin Mezzanine to count ballots. Alisha will bring snacks. Sign-in sheet will include above statement.

Meeting adjourned at 2:30pm

Minutes by Bella Waters

Recommendation for Board:

- 1. Approve the 15 recommended additions and/or changes to the Election section of the Board Policy Manual.**