



## Policies & Procedures Committee Meeting Minutes - January 17, 2018

Ten Pin Building Conference Room

**Board:** James Kloor, Leah Stamper, Colin Fiske, Ed Smith

**Staff:** Emily Walter, Jules Katz, Laurie Talbert

**Members:** None

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

Meeting commenced at 5:32pm. Leah welcomed everyone.

Remove agenda item 4 (Bylaw Clarification) to be addressed at February PPC meeting.

### 2. Approval of Minutes

December 2017 minutes were approved by consensus.

### 3. Member Comments

None.

### 4. ~~Bylaw Clarification~~

Removed from the agenda.

### 5. Conflicts of Interest – Reported by James

The group reviewed an example conflict of interest questionnaire (COI). It focuses on teasing out any conflicts of interest that a person might not be aware of. James suggests having this type of questionnaire as part of the board orientation. It would be good for members of committees that are not board members, such as finance committee members, to complete a questionnaire like this.

- Colin – It's good to have people thinking about the grey areas of conflicts of interest. The nominating committee can exclude board applicants based on an overriding conflict of interest.
- Melanie – suggests having COI be part of the board application/screening process.

The group agreed that a COI form like this should be part of board orientation and filled out annually. The group will refer to the nominating committee as far as making it part of the board application process.

**ACTION:** James will make the COI more Co-op to present to the nominating committee at the January 25 meeting.

*Colin excused himself from the meeting.*

### 6. Unclaimed Equity – Reported by Melanie

Melanie handed out a draft policy written by Therese for the group to review. The group also reviewed a draft letter notifying bylaw change of single person membership and BPM change that each person on a membership has equal rights to termination or redemption.

**ACTION:** Laurie/Melanie will change no contact language to include, “Return of mail to the Co-op if undeliverable.”

In the future, notices of non-patronage will include information about the process of no contact, starting the first year of no contact if we don't hear from them. The group reviewed a letter for no patronage notice. Staff would like to include a survey with this letter to get feedback as to why they are no longer shopping at the Co-op.

The group discussed the need to begin escheating memberships that qualify because the Co-op is nearing its limit of how many A shares it can have. If we hit the limit, then we won't be able to accept new members. (UPDATE - 1/25/18, The A share limit is higher than thought at the PPC meeting and the Co-op is not in danger of maxing out its A share capacity.)

- Laurie – there are currently 32 out of state members with uncashed patronage checks who qualify as “no contact.” The final step in the escheatment process is to print a notice in the paper stating that their patronage will be escheated within a certain time if we don't hear from them.
- Ed – suggests considering making all A shares \$10, and moving \$15 to B shares.
  - o This could lead to the unwanted consequence of maxing out the Co-ops B share limit.

ACTION: Marketing & Membership staff will review all the draft documents presented tonight and prepare them for approval at the February board meeting.

ACTION – Laurie will check to find how many duplicate members there are in the database.

#### **7. Review Hotlist Items**

Remove unclaimed equity policy item.  
Add annual review of the BPM.

#### **8. Agenda Items for Next meeting:**

- One person = one membership (Colin)
- Bylaws clarification

ACTION – Laurie will check with other co-ops to get their policy language on one person - one membership.

#### **9. Next meeting:** February 21 at 5:45pm

Meeting adjourned 6:52pm by consensus.

*Minutes by Emily Walter*