



Policies & Procedures Committee

Meeting Minutes – July 18, 2018

Ten Pin Building Conference Room

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

Staff: Emily Walter

Members: None

1. Welcome/Introductions/Agenda Review and Additions

Meeting commenced at 6:05pm. Leah welcomed everyone.

2. Approval of Minutes

May 2018 minutes were approved by consensus.

3. Member Comments

The Articles of Incorporation have an outdated number of shares authorization. We need to check and see if they need to be updated to reflect current shares authorization.

ACTION: Leah will contact Van to get clarification.

4. Cyber Security

Postponed until September PPC meeting.

5. Procurement Policy – Reported by James

The group reviewed and discussed an example procurement policy matrix provided by James.

- One idea is to have board approval if the GM wants to spend \$150k or more on a project or other discreet expenditures. Consulting and Professional services would be separated out.

Examples:

- Capital Expenditures
- Legal Fees
- Major policy changes
- Consulting expenses
- Deviation from budget or other discreet expenditures expenses great than 10%
- Contract greater than 5 years

ACTION: James will update the matrix based on discussion to propose to Melanie and get her feedback. It can then go to the August Finance Committee.

6. Director Indemnification Clause – Reported by James

The committee reviewed a draft director indemnification clause provided by James.

- Colin – remove specific code references and make them general references to the law because laws change all the time.
 - o “Any person seeking indemnification shall request indemnification from the BOD and the board shall determine extent of indemnification to the extent allowed by the law.”

ACTION: Leah will contact our attorney whether we should include specific reference to CA Corporation Code or should it be more general? Is this okay to adopt into the bylaws.

7. Board Qualification Bylaws Clarification – Reported by Leah

Leah is awaiting information from the attorney.

ACTION: Leah will forward email from attorney once received.

8. Hotlist Items

- Consider employee longevity incentives to reduce turnover.
- Consider inserting language into the Bylaws about supporting/spinning off other co-ops.
- GM Review – create a policy for GM review & evaluation following completion of this year’s review
- Establish strong policies and procedures for search and monitoring of goals of GM
- Articles of Incorporation – do they need updating?

9. Agenda Items for Next Meeting:

- Cybersecurity (Jason)
- Board Qualifications Bylaws Clarification Follow-up (Leah)
- Articles of Incorporation Follow-up (Leah)
- Director Indemnification Clause Follow-up (Leah)
- GM Review – create a policy for GM review & evaluation

10. Next Meeting: September 19 at 6pm

Meeting adjourned 7:10pm by consensus.

Minutes by Emily Walter