



## Policies & Procedures Committee Meeting Minutes – March 21, 2018

Ten Pin Building Conference Room

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

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

**Members:** None

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

Meeting commenced at 5:48pm. Leah welcomed everyone.

Tabling agenda item 4 until April.

### 2. Approval of Minutes

February 2018 minutes were approved by consensus.

### 3. Member Comments

None

### ~~4. Bylaw Clarification – Reported by Leah~~

### 5. Conflict of Interest Policy – Reported by Colin

- Colin - summarized that California State Cooperation Code (12370) says that just because a director has a conflict of interest doesn't mean that they can be removed from voting or other forms of board participation. I would like to reference the state law in the Conflict of Interest Policy (COI). Seems the draft COI works as far as asking officers to recuse themselves, but I don't believe we can mandate them not to participate. We would need to check with a lawyer if we want to keep that much control.
- The group discussed changing the language to asking or requesting a director to recuse themselves (i.e. "decision making body may request that I recuse myself...") Thus, each director would ultimately have the choice to recuse themselves.
- The language of Bylaws Section 8.02 basically says that members would be able to view COIs upon request.

ACTION: James will update the COI document for the March 28 Nominating Committee meeting.

### 6. Vacated Board Seats – Reported by Colin

Bylaw language on vacated board seats was reviewed to ensure we are in compliance.

- Colin – Bylaws 5.20 board of directors may declare vacant the office of any director. 5.05 – the terms of office for all directors shall be three years. Basically, the board declares a term of office vacant. We aren't declaring a new term of office thus a director could come in and complete the three-year term of office. This also maintains that director terms remain staggered.
- The group is satisfied that the board is complying and that the language is appropriate.

### 7. Policy for Evaluating and Hiring the GM – Reported by Colin

Colin prepared a draft policy for evaluating the GM as a kick-started for this conversation. Colin envisions this document be incorporated into the Board Policy Manual (BPM) in a new subsection under Section 5.

- Ed – would like to see more of "this is what the board does, and this is what the GM does."
- Colin – would like to see more information in the BPM about the GM and what they do.

ACTION - Leah will meet with Melanie to discuss and develop this further.

### 8. PPC Meeting Schedule

Leah would like to meet every other month. The group agreed to meet every other month, with the next meeting being in May.

**9. Review Hotlist Items**

The hotlist will be removed from the agenda since it is currently empty.

**10. Agenda Items for Next meeting:**

- Bylaws Clarification
- Policy for Evaluating and Hiring the GM

**11. Next meeting:** May 16 at 5:45pm

Meeting adjourned 6:47pm by consensus.

*Minutes by Emily Walter*