



North Coast Co-op
Policies and Procedures Committee Minutes
March 16, 2015 – 10 Pin Conference Room – Arcata, CA

Present at the meeting:

Board: Dave Feral, Fred Moore, and Jessica Unmack

Staff: Bella Waters,

Members: Colin Fiske, Jodie Ellis, John Lucas, and Adam Jamin

Dave Feral welcomed everyone and all introduced themselves. Jodie announced that the meeting is being recorded and suggested that at the beginning of each meeting attendees be notified of such.

Review Questions from Board Retreat. Discussion included:

- Dave reviewed the 2015 Board Retreat next steps that pertain to this meeting and explained the rationale for commencing the Policies and Procedures Committee [PPC].
[Mo Burke entered 6:39pm]
- Dave noted that all committee charters need to be brought up to date. All PPC members need to continue with the committee and it should not be a revolving door to ensure institutional knowledge continues with the committee.
- Committee will use consensus to make decisions on the charter.
- Ad hoc vs. standing committee status was discussed. Given the purpose of the committee and the need for ongoing review of legal documents, all in attendance agreed that the PPC should be a standing committee.

MOTION: Recommend to the Board that the Policies and Procedures Committee be changed to a standing committee.

Consensus reached

Review and Edit PPC Charter. The following charter sections were reviewed, edited and agreed on:

- **Purpose:** The Committee will act as an advisory committee to the Board of Directors, taking on issues delegated by the Board, as well as reviewing all governing documents including Articles of Incorporation, Bylaws, Administrative Code and policies of the North Coast Co-op. On an ongoing basis, the Committee shall review all legal documents, ensure appropriate distribution and recommend changes to those documents and policies to the Board of Directors
- **Responsibilities:** The Committee shall consider each of the documents stated above, as well as any other relevant documents. The Committee shall bring recommended motions and shall report regularly to the Board of Directors.
- **Chair:** The Board Secretary shall Chair the Committee.

The Composition section was discussed, but nothing was agreed on. Discussion included:

- Role of staff liaison needs clarification.
- Committees are generally reorganized every year at the Board retreat and general members could be reassigned in intervals for the committees.
- Lots of other issues to be determined - how many committees can one member be on, how do they get on committees (show up and automatically on after five meetings or an application process). Jessica said that the Board has tasked the PPC with determining those answers. Dave noted that smaller committees are easier to deal with, but have less perspective. Should be a way for three at large members to mentor new people coming in.

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- Insert language into charter that will allow the committee to increase if need be. Colin suggested that there are a set number of seats and a sentence is added that effort will be made to take input from other interested members who attend.
- Jodie said there should be more than three and if the members demonstrate commitment and attend three out of the last five meetings they should be on the committee.
- Fred suggested including flexibility in the charter for the Chair and standing members to enlarge the committee if need be.
- Discussed meaning of 'at large' and if it encompasses employees, board and/or management.
- Input from Cheri via email: I think at large members who exhibit regular attendance should be considered members of the committee. Since this is an ad hoc committee I'd suggest that everyone who is a member of the committee should be considered a member of the committee until it is disbanded.

Dave will bring the recommendation of the PPC as a standing committee to the Board. The Charter will be brought to the Board when it's finalized by the Committee.

Agenda Items for Next Meeting. Will continue working on Charter sections: Composition, Decision Making, Communication, Reporting to Board and Meetings. All asked to be prepared with their suggested wording for those sections.

Schedule next meeting. Dave will coordinate with someone from the MAC and Board President, plus email out the group to determine next meeting date. To avoid multiple meetings per week and board packet material deadline, it was suggested the PPC meet the second week of the month.

Meeting adjourned at 6:42pm

Minutes by Bella Waters