



Policies & Procedures Committee Meeting Minutes

June 10, 2015 Ten Pin Conference Room

Present

Board: Dave Feral

Staff: Kelli Reese and Bella Waters,

Member-owners: Colin Fiske, John Lucas, and Mo Burke

Meeting commenced at 5:36pm

Dave Feral welcomed everyone and celebrated the passing of the PPC Charter.

Review Hot List Focusing on Administrative Code until further word from Therese Tuttle and Van Baldwin.

Administrative Code format. Group would like to see the following included in the revised document:

- Executive Summary with timeline of major changes, including when additions will be tracked and sited.
- If necessary reference related bylaw section, in table of contents or sections.
- Dates for board approval and revisions.
- Layout sections parallel with Bylaws
- Discussed purpose of document and would like to change name to be more in line with the purpose.

Consensus reached to recommend that the Board change the name of Administrative Code to Board Policy Manual.

Consensus reached to begin restructuring Board Policy Manual so it as much as possible parallels Bylaw structure.

Administrative Code. Reviewed current policies and will suggest revision to the Board. Policies reviewed were:

1. Written Correspondence. Discussed wording of correspondence policy, discussed pros/cons of entire board receiving correspondence, switched order of authors in 2a. and clarified what's included in the board packet.

Consensus reached to recommend that the Board approve the revised Written Correspondence to the Board Policy and include in Board Policy Manual.

When the North Coast Co-op Board receives written correspondence sent to the Board as a whole, the following procedures will be followed:

- 1) The Assistant to the Board will send a quick response "Thank you, the appropriate person will get back to you"
- 2) Then Assistant **will** send the letter to the President and GM, ~~with their decision on if its operational, policy, new policy, etc.~~
 - a. **President and/or General Manager** respond **as appropriate.** ~~or President responds w/GM backup.~~
 - b. Response letter includes a cc to the Board, ~~but then the GM sends the first letter and second response to the entire board.~~
 - c. Then include in Board packets, **unedited. Name to be redacted upon request.**
 - d. Assistant will **track letters and responses in a digitally secured format.** ~~log in letters, excel-M drive~~

2. Board-Member linkage opportunities. No change. **Consensus reached to include in manual.**

Committee would like to know what defines actual powers of individual board members and board as collective. Should it be Bylaws, Admin Code or California Corporations Code? Bella will research.

3. Fair Share Definition. Discussed if it should be referenced in Bylaws or Manual. Tabled until after Therese and Van discussion. If including in Bylaws, language should permit the Board to change amount if the Securities law changes and be explicit on where the figure is coming from (ie: Department of Business Oversight or other). Would be easier to change amount if it's only listed in Manual.
4. Board Meeting Packet Availability Policy. Committee concerned with different packets. Kelli noted that there haven't been two different packets since the passing of this policy. Committee felt that anything handled in Executive Session could be distributed then, not included in a packet. Discussion included revising the policy to remove reference to a separate member packet, thus needing to make changes to the Written Correspondence Policy in terms of members requesting their information be redacted in board packet. After discussing pros/cons of including member correspondences in packet, committee decided it will not suggest changes to inclusion of correspondences. **Consensus reached to revise policy as follows:**

At least one week before the monthly meeting of the board, board members are provided with a Board Packet that includes the agenda and associated reports and materials. The primary purpose of the Board Packet is for board members to have all necessary information for preparation in advance of board meetings.

As a part of keeping our members informed about the governance of the Co-op, after the board has been sent their copies of the Board Packet, A copy of the upcoming board meeting agenda is posted online and at customer service in each store.

Additionally, a "Member Packet" will be available to members. This packet is a copy of the Board Packet, excluding any information that is deemed to be sensitive or proprietary as agreed on by the General Manager and Board President. The Member Packet will include all correspondence to the Board, unedited, unless the member has informed the Board Administrator that they do not wish their correspondence to be shared with the Membership.

Member Board Packets are available to members in four ways: to be viewed at the customer service desk, by requesting a copy at customer service, at the board meeting and by email. Staff will continue to look into posting the Member Board Packets on the website when website is appropriately developed.

No portion of the Board Packet or Member Packet will be released to members prior to the board of directors receiving the information.

5. Officer Nomination Process. Tabled until July meeting.

Agenda items for next meeting Continue reviewing approved policies

Next Meeting July 8, 2015 5:30pm to 7:30pm at Ten Pin Conference Room

Meeting adjourned at 7:33pm.

Minutes by Bella Waters

Recommendations for Board:

1. Recommend that the Board change the name of Administrative Code to Board Policy Manual.
2. Recommend that the Board approve revised Written Correspondence Policy and include in Board Policy Manual.
3. Recommend that the Board approve insertion of Board-Member Linkage opportunities in Manual.
4. Recommend that the Board approve revised Board Meeting Packet Availability Policy and include in Board Policy Manual.