



## Nominating Committee Meeting Minutes – February 22, 2018

Ten Pin Building Mezzanine

### **Present**

**Board:** Cheri Strong (NC Chair), Mary Ella Anderson, Ed Smith, James Kloor, Robert Donovan

**Staff:** Emily Walter, Melanie Bettenhausen

**Members:** None

### 1. **Welcome and Review**

The meeting commenced at 6:03pm by Cheri.

### 2. **Approve Minutes**

Consensus to approve the January 2018 Nominating Committee minutes.

### 3. **Election Timeline**

A proposed timeline was reviewed.

**Motion:** Recommend to the board to approve the proposed election timeline (Attachment A).  
Motion by Cheri, 2<sup>nd</sup> from James, approved by consensus.

ACTION: Emily will investigate where in our policies it's written that election results will be publicly posted within five days of the election closing. The group is interested in changing the policy to five "business days."

### 4. **Election Application**

#### Applicant Qualifications

- Mary Ella – would like to be explicit about how a board applicant contests being excluded as a candidate by the Nominating Committee.

Should the Nominating Committee exclude a candidate, the full board may reconsider the exclusion provided the candidate chooses to contest it ~~in a~~  
~~timely manner.~~ within 72 hours of notification.

**Motion:** Recommend to the board to change Section 5.K of the Board Policy Manual, Qualifications for Board Candidates, to clarify that applicants have 72 hours to contest exclusion by the Nominating Committee.

Motion by Cheri, 2<sup>nd</sup> from Ed, approved by consensus.

The committee reviewed a list of qualifications that are common at other Co-ops.

- Cheri – doesn't think we need any additional qualifications
  - o Melanie – qualifications are important to protect employees and making sure that harmful people are not elected.
- James – likes adding that only a member may apply, no household shoppers, now that we passed the single-person membership.
  - o The committee agrees to add language to the election guide that only a member may apply as a board director. No household shoppers.
- Mary Ella – believes that applicants should attend 3 board meetings prior to applying
  - o Cheri – doesn't think they need to attend a meeting but should be asked to read minutes.
  - o Robert – suggests an applicant must attend a board meeting prior to serving on the board.
  - o Melanie – doesn't need to be a requirement. It could be "expected" to have attended a meeting prior to submission of application.

- o The group agrees they will not require attendance of a board meeting at this time but will encourage applicants to do so as an expectation.
- The committee discussed if two people from the same membership should be allowed to serve on the board since only one would be able to vote.
  - o James – likes the idea that only voting members can be on the board.
  - o No action was taken on this idea.

Application Questions

The committee discussed asking for a candidate statement versus asking specific questions on the board application. Common application questions from other Co-ops were reviewed and chosen as possible questions for the Co-op.

- Cheri - favors the 500-word candidate statement over questions.
- Overall, the committee favors switching to asking questions so that it is easier to compare candidate information.

ACTION: Staff will work on wordsmithing the questions the committee liked and bring a draft to the next Nominating Committee.

Conflict of Interest Policy

The committee discussed whether to include a proposed Conflict of Interest Policy (COI) in the board application, and or annually for board and committee members.

- James – one reason I've suggested having a COI policy is to help people be aware of conflicts of interest they have but may not be aware of. It's also good for the board to know each other's potential conflicts.
- Mary Ella – suggests having the board fill out the COI at the March board meeting and then reviewing the process at the next Nominating Committee meeting.

**Motion:** Direct the Board of Directors to fill out a conflict of interest form at the March board meeting.  
Motion by Mary Ella, 2<sup>nd</sup> from James, approved by consensus.

**5. Election Process**

Tabled until next meeting.

**6. Board Recruitment**

The group discussed personally asking people to run for the board.

ACTION: Emily will ask Marketing what their plan is for promoting board recruitment.

**7. Board Orientation & Training**

The committee reviewed trainings offered by the California Center for Cooperative Development. They appear to be too basic and focused more on start-up Co-ops. It was mentioned that James, Leah and Colin are planning on attending the CCCD CA Co-op Conference in April.

**8. Agreements**

Next meeting: Wednesday, March 28

**9. Next agenda items**

- Review draft application questions
- Board recruitment
- Board orientation and training
- Conflict of interest
- Election process

Meeting adjourned at 8:05pm by consensus

*Minutes by Emily Walter*

**Floating Items:** How many employees should be allowed to hold a board seat? Board qualifications.

## Attachment A

### 2018 Election Timeline

April 26 (THUR) – NC reviews application materials

May 24 (THUR) – NC finalizes all election materials

June 1 (FRI) – Applications available

June 7 (THRU) – Board applicant reception with refreshments 5:30-6pm, prior to board mtg.)

July 5 (THUR) – Board applicant reception with refreshments 5:30-6pm, prior to board mtg.)

July 30 (MON) – Completed applications due

AUG 23 (THUR) – There will need to be a NC meeting to review applications

By Aug. 31 (FRI) – NC Chair will notify candidates of eligibility

Oct. 2 (TUES) – General election begins

Oct. 6 (SAT) – Arts Alive election kick-off event in Eureka

Oct. 21 (SUN) – Annual Membership Meeting

Oct. 24 (WED) – General Election Ends

Oct. 25 (THUR) – Count Ballots – notify winners and non-winners

Oct. 30 (MON) – Within five days of election closing, the election results, including specific vote counts per candidate or other ballot item, are announced and posted in all Co-op stores and on Co-op website.

Nov. 1 (THRU) – First board meeting for new directors