



Nominating Committee Meeting Minutes – March 28, 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 6:01pm by Cheri.

2. **Approve Minutes**

Consensus to approve the February 2018 Nominating Committee minutes.

3. **Application Questions**

The committee discussed how to include a question about diversity and came up with a final list of six questions.

Motion: Recommend the board include the following six questions in the board application, having applicants choose to answer at least three questions using a total maximum of 500 words.

- 1) Why would you like to serve on the Board of Directors of the North Coast Co-op?
- 2) Describe how your experience, including education, training and working with other groups or boards, will help you succeed as a board member.
- 3) How do you work with people who are different from yourself?
- 4) Which of the seven cooperative principles is most meaningful to you and why?
- 5) Why are you a Co-op owner?
- 6) What do you see as the most important opportunities or challenges facing the Co-op in the coming five to ten years?

Approved by consensus.

4. **Election Process**

The committee discussed the process of running for the board as an employee and if any changes should be made to the process.

- It's challenging to get employees to run for the board. Is there a way to make it more inviting to employees?
- Cheri has a feeling that there are more employees interested in running.
- The group decided they aren't interested in proposing changes to employee elections.

5. **Posting Election Results**

The committee reviewed language related to posting election results and believe it is accurate.

6. **Election Materials**

The committee would like to be sure that the board application materials are available to read on the website, not as a pdf but on the actual site. They would like to see this for the bylaws as well.

- The committee discussed having some election materials in Spanish. After a long discussion it was decided that we shouldn't be piecemealing interpreted materials at the Co-op. We should not be choosing what we think needs to be interpreted. We should be interpreting all or nothing. Melanie noted that Marketing is discussing this topic and working do diversify outreach.

7. Conflict of Interest (COI)

The group discussed the process of filling out the COI forms at the last board meeting and reviewed the completed forms. The group decided not to include the COI as part of the election process.

Motion: Recommend the board adopt the Conflict of Interest form (see Attachment A) and have board members, the finance committee and other committees, as the board sees fit, fill out the form annually.

Approved by consensus.

8. Board Recruitment

The committee discussed ways to recruit board members including diverse local groups.

- Join League of Women Voters
- Join LatinoNet
- Advertise in the El Leñador
- Change the tagline on KHSU (“The Co-op is working to recruit a more diverse board...”)
- Advertise on the new Spanish/English radio station
- KMUD – All Sides Now – people can call in and talk for 1 minute.
- Cheri thinks we should focus on the members we have. Not advertise all over the place but focus in the store.
- Ed likes advertising outside of the store, especially on the radio because it reaches people in a different way than reading materials.
- We should join and attend NAACP meetings. Meets 3rd Sunday every month, 4:30–6pm at the Eureka Labor Temple.
- Everyone should reach out to personal networks.

Motion: Recommend the board join the NAACP and attend their meetings, exploring options for recruiting diversity to the board.

Approved by consensus.

9. Board Orientation

The group reviewed a draft board orientation proposal that suggests conducting orientation one hour prior to the November board meeting. Dinner would be provided.

- The committee likes the proposal with the removal of reviewing the annual calendar.
- Ed wants the Board Binder on a thumb drive.

Motion: Recommend the board to adopt the amended board orientation outline (see Attachment B) and include it in the Board Policy Manual.

Approved by consensus.

10. Agreements

The group decided to move meetings to Wednesdays.

Next meeting: Wednesday, April 25

ACTION: Emily will update the election timeline with meeting date changes (see Attachment C).

11. Next agenda items

- Board orientation continued
- Review and approve election materials
- Review polling

Meeting adjourned at 8:14pm by consensus

Minutes by Emily Walter

Floating Items: How many employees should be allowed to hold a board seat?

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Attachment A

CONFLICT OF INTEREST POLICY & QUESTIONNAIRE

North Coast Co-op requires each member of the Board, Committees of the Board, and candidates for elected offices to annually:

- 1) Review Conflict of Interest Policy (the “Policy”);
- 2) Disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest as described in the Policy.

CONFLICT OF INTEREST POLICY

The standard of behavior for all staff, volunteers, officers and board members is that they shall maintain the highest level of integrity and ethical behavior and scrupulously avoid conflicts of interest between the interests of North Coast Co-op on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. (See California Corporation Code 12370)

I understand that the purposes of this policy are to protect the integrity of North Coast Co-ops decision-making process, to enable our members to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, officers and board members. Before engaging in discussions and decision-making on behalf of North Coast Co-op, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure, **signed annually**, will be kept on file with the Board Secretary/Board Liaison and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that the decision-making body (Board of Directors (“BOD”), Executive Committee (“EC”), or other) may request that I recuse myself from voting or otherwise participating in the decision-making process.

CONFLICT OF INTEREST QUESTIONNAIRE

The information provided on this form shall be available for inspection by members of the Board, the Co-op auditors, Finance Committee, Secretary/Board Liaison and member owners (section 8.02 of Bylaws), but shall otherwise be held in confidence except when, after consultation with the applicable member, the Board determines that North Coast Co-op’s best interest would be served by disclosure.

Please respond to the following questions to the best of your knowledge with regards to yourself and/or members of your immediate family or others with whom you have a close personal relationship.

1. Please list all corporations, partnerships, associations, other non-profit or charitable organizations or any other organization of which you are an officer, director, trustee, partner, or employee, and describe your affiliation with such entity.

2. Please list any proposed business dealings between North Coast Co-op and you, your family members, and/or entities. Describe each such relationship listed and the actual or potential financial benefits as you can best estimate them.

3. Are you aware of any other relationships, arrangements, transactions, or matters which could create a conflict of interest or the appearance of conflict? If so, please describe.

4. Please list all business dealings that you, your family members, and/or entities have had with North Coast Co-op in the past two years.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording. I have reviewed, and agree to abide by, the Conflict of Interest Policy of North Coast Co-op that is currently in effect.

Signed: _____

North Coast Co-op Member

Printed Name: _____

Date: _____

Attachment B

Board Orientation

Updated 3/28/2018

The Board Orientation is a meeting of returning Board Members and Board Members–elect. Additionally, the Board Administrator, General Manager and other key staff will attend as needed. No official Board business is conducted at orientation.

The first meeting is one hour prior to the November board meeting with dinner provided.

Welcome – get to know each other (15 minutes)

Have a quick ice breaker question – around the room.

Confidentiality, Conflicts of Interest, Code of Conduct, Personal Information Sheet (15 minutes)

All returning Board Members and Board Members–elect should bring a signed copy of the Code of Conduct to the orientation meeting, or plan to sign theirs before the end of the orientation meeting. All board members shall fill out and submit a personal information sheet. The Board President or designated returning Board Member should review the Board's practices around handling conflicts of interest and maintaining confidentiality.

Communication Expectations (5 minutes)

Expectations about regular email communication will be discussed at the orientation (board members who are not able to meet this expectation will discuss alternative communication strategies).

Calendar & Meeting Protocol (10 minutes)

Review the Board's process for agenda creation. The Board President or designated returning Board Member should explain typical meeting sections and time allotments (member comment, agenda review, board correspondence, committee reports, GM report, executive session, etc.). Board members–elect should be given an overview of the following:

- The Board's process for discussing agenda items
- The board's desire to “speak with one voice” on decisions it makes
- The process for making motions
- Decisions by consensus when possible

Review Board Binder (5 minutes)

Hand out binders to new board members. Have updated documents for continuing board members. Quick review of table of contents, not going in-depth or reviewing actual documents.

Executive Session Update (During Executive Session – following first board meeting)

Review current topics that have recently or are currently being discussed during Executive Session. Bring new Board members up to speed so they are better able to participate in conversation.

Further orientation session/s can be scheduled specifically, or again fall prior to a regularly scheduled board meeting/s.

History of the North Coast Cooperative (10-20 minutes)

The GM or designated staff should present historical information about the cooperative movement and The North Coast Co-op's history.

Business Plan & Co-op Finances (30 – 50 minutes)

The General Manager typically presents the current business plan, strategic plan and other financial planning documents at the orientation meeting and answers questions about them.

Overview of Bylaws, and Board Policy Manual (20 minutes)

One or more returning Board Members should be selected to present highlights of the Co-op's governing documents. Topics covered should include the hierarchy of state law, the Co-op's bylaws, and Board Policy Manual; the methods for revising bylaws and policies, and Board and operations' responsibilities for monitoring policies.

Financial Training (20 minutes)

Financial oversight is an essential part of a functional Board of directors. Typically, the Treasurer or the General Manager will lead the training and will include topics such as thorough walk-through of the most current balance sheet, income statement, cash flow. *This could alternatively take place during a board meeting or at the first finance committee meeting of the new term.*

Attachment C

2018 Election Timeline

April 25 (WED) – NC reviews application materials

May 23 (WED) – NC finalizes all election materials

June 1 (FRI) – Applications available

June 7 (THUR) – 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 22 (WED) – 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 (TUE) – 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 (THUR) – First board meeting for new directors