



Nominating Committee Meeting Minutes – March 9, 2023 Zoom

Present

Appointed NC Board Members: Michael Connors (NC Chair), Kirsten Lindquist, Roger

Board: Brenda Harper

Staff: Emily Walter, Alex Villagrana

Members:

1. **Welcome and Review** - The meeting commenced at 6:01pm by Mike.

2. **Approve Minutes**

Consensus to approve the February 2023 Nominating Committee minutes.

3. **Election Timeline**

The committee reviewed a draft timeline, that is dependent on when the Annual Membership Meeting (AMM) will take place as well as what the scope of AMM is this year in consideration of a large 50th Anniversary party for the membership in August. The end of the election and board orientation will be based off of the AMM date. An additional consideration is staff time constraints to help with AMM due to Pumpkin Patch.

- Alex – I see a stripped-down version of AMM. I see some finger foods, but as close to a board meeting as possible.
- Roger – I would like an indoor/outdoor option on a weekend. I want to maintain this tradition. It's one of the best opportunities for members to come together and for there to be dialogue.
- The committee would like there to be more time between the end of the election and the first board meeting, to allow more time for board orientation, but this doesn't seem possible this year. Making this an easier possibility in the future will be discussed at the Policies and Procedures Committee.

The committee solidified the following dates in the election timeline:

- Annual Membership Meeting – Sunday, October 15
- Election Ends – Wednesday, October 18
- Ballot Counting – Saturday, October 21
- Results Announced By – Thursday, October 26
- Board Orientation – Thursday, October 26

Recommend to the Board: Hold the Annual Membership Meeting on Sunday, October 15, 2023.

Approved by consensus.

Recommend to the Board: Approve the 2023 election timeline to the board.

Approved by consensus.

(Following this meeting we found that the election timeline needs another update and is not ready for approval at the April board meeting)

4. **Voting System** – reported by Mike

I believe there are mechanisms that are more democratic than the winners take all kind of vote. Systems such as ranked voting. This would require a Bylaws change and thus the topic is being moved to the Policies & Procedures committee.

5. **Recruitment Videos** – reported by Alex

I've drafted a video script but I'm looking for more input from the board and why they think it's important to serve on the board.

- Roger – I would be happy to call past board members to see their interest in being in a video.

- Mike – do we have marketing materials that show how the Co-op is different than other local grocery stores?
- Kirsten – Kathleen Pelly and Diane Sharples are both former board members. Ask people why they ran for the board. It's personal and ties in to why we care about the Co-op and how it's different than other grocery businesses. I recommend checking in with Cheri Strong to get recommendations of past board members.

ACTION: Alex will reach out to Brenda and Thomas to go over a script and look into past board members to contact and potentially participate in marketing.

ACTION: Alex will provide a timeline for shooting videos by the end of April. Likely to start in May.

6. Candidate Qualifications

The committee reviewed Board Policy Manual Qualifications and proposed changes to the qualifications (Attachment A).

AGREEMENT: The new qualification of being 21 years of age will go to the Policies and Procedures committee as it will need to be added to the Bylaws.

Motion: Approve updates to board qualifications in the Board Policy Manual as shown in Attachment A.

Approved by consensus.

The committee discussed adding language about candidates getting their photos taken by Co-op staff to the application materials. This is something that has been brought up in the past as a way to insure marketing consistency, fairness, and to make sure we have an appropriate candidate photo. This also brought of the topic of posting photos online and some candidates or Board members may potentially not want their photograph online.

AGREEMENT: Add language to the Board application materials that states the following:

Candidate photos must be scheduled and will be done by Co-op staff at one of the stores, for consistency and fairness.

AGREEMENT: The board should discuss parameters and language used on how candidate photos are used.

7. Next Agenda Items

- Review Employee applications

Next meeting is July 6 - unless there is a need to meet sooner.

Meeting adjourned at 7:20pm

Minutes by Emily Walter

ATTACHMENT A

Revised Qualifications

BOARD POLICY MANUAL

Qualifications for Board Candidates

The following are the basic qualifications for candidates for the Co-op Board:

- Has no record of shoplifting at the Co-op and is not currently barred from shopping at the Co-op. ~~or has had the right to shop reinstated according to operating procedures~~
- If previously employed by the Co-op, was not fired within the past twelve months.
- Any actual or potential conflict of interest, including any potential conflict relating to previous employment at the Co-op, is disclosed and there is no overriding conflict of interest.
- Any past felony conviction is disclosed and there is no conviction which in the judgement of a reasonable person precludes service on the board.
- ~~No two directors of the Corporation shall share a single membership, nor shall they reside in the same household.~~
- As per the Qualifications mentioned in the Bylaws, Section 5.02: No two directors of the Corporation shall share a single membership, nor shall they reside in the same household. Additionally, neither should two or more Family Members be directors at any one time. In this context, "Family Member" means spouse, domestic partner, child, grandchild, sibling, parent, grandparent, aunt, uncle, or first cousin.
- Any Director of the corporation must be at least 21 years of age by the first day of the term they are to serve (November 1 of the election year).
- Individuals serving in management positions of the corporation shall not serve on the board of directors while they occupy such positions. "Management positions" are defined as the General Manager and employees having management and administrative responsibilities and who report directly to the General Manager.

The Nominating Committee shall use these qualifications to determine whether a candidate is excluded from candidacy. Should the Nominating Committee exclude a candidate, the full board may reconsider the exclusion provided the candidate chooses to contest it within 72 hours.