



Policies & Procedures Committee Meeting Minutes
July 19, 2017 Ten Pin Building Conference Room

PRESENT

Board: Colin Fiske, Mary Ella Anderson, Ed Smith, Leah Stamper

Staff: Nicole Chase, Emily Walter, Melanie Bettenhausen, Allana Cooke

Members: John Lucas

1. Welcome/ Introductions/Agenda Review and Additions

Meeting commenced 4:05 pm. Colin Fiske welcomed everyone and introductions were made.

2. Approval of Minutes

June 21, 2017 minutes were approved by consensus.

3. Follow up from Board

The board approved June PPC recommendations at their July meeting.

4. Develop a policy for board members to request information from staff

- The group reviewed a draft document prepared by Melanie.
- The group agreed to amend the first line in the second list of the document to:
 - o “Share information that enables effective ambassadorship and democratic representation.”
- The group would like to include the document in the Board Policy Manual (BPM) and call it, “Guidelines for Board Members Communicating with Staff.”

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| <p>Recommendation to the board: Adopt the guidelines, as amended, and incorporate them in the BPM (Attachment A)</p> |
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| <p>Approved by consensus.</p> |
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5. Review Possible Changes to Section 6.01 of the Bylaws

The group reviewed the proposed changes from the PPC packet. Colin explained why attorney Van Baldwin recommended some of the proposed changes. Colin wants the bylaws to reflect how the board is operating, and wants to remove unneeded details to simplify and make the bylaws accurate.

- If the proposed changes to the bylaws are recommended, Melanie and Ed want to ensure that CA State Legislative Law (CA Code) is clearly stated somewhere, and not expect the board to have read it on their own. Key pieces need to be defined and easily understood.
- Ed – has questions about b. under the Treasurer. We want to make sure we aren’t taking away powers of the treasurer.
- Colin - much of these policies are part of state law and can be found there.
- Melanie - doesn’t want to lose guidance for board member performance.
- Colin - uncomfortable summarizing CA Code.
- Melanie - what about an itemized list of CA Code that should be read so that all board members have a basic understanding?
- Ed - would like a cheat sheet. (e.g. The top 6 sections of CA Code that should be read.)
- Colin – where is the balance of what each board member should research themselves, vs. be provided?
- Colin – prefers directing the board to the actual law, rather than summarizing it. CA Code – traditional duties/responsibilities of the board could be used for orientations
- Melanie - wants a basic run down/highlight of applicable laws. She wants democracy and governance more accessible to the board.
- Colin - believes the current bylaws is misleading.
- Melanie - if what is being cut is not serving us, then let’s create something that will serve us and find a place for it. Melanie would like this information in a safe place, not necessarily in the bylaws.

The group discussed creating a document with generalized job descriptions for board officers and board members.

- Ed would like board job descriptions in the BPM and reviewed during board orientation.
- Colin – suggests creating a list of all the places where an officer is referred to in the bylaws/BPM.
- Nic – what if each board member wrote up their own job description based on what they do?
- Melanie – wants to see an outline for each officer with general expectations in the form of a guideline, not a policy. (e.g. the treasurer is responsible for signing x, y, and z documents on a quarterly basis.)
- Emily – suggests putting these guidelines in the board binder/handbook, including a description of how the Administrative Assistant is involved with the board, to be updated annually prior to the board orientation.
- Consensus that officer descriptions wouldn't go in the bylaws, but need to go somewhere.
- Allana – let's check the guidelines/cheat sheets of other co-ops.
- Colin – suggests including sections of the Legal Sourcebook for California Cooperatives that cover traditional roles of officers to include in board binder and for review at the orientation.
- Mary Ella- it's important to work on recruiting candidates and officers with information they need.
- Ed – whatever is in the bylaws/BPM is available to the public and potential candidates.
- Nic – having officer job descriptions with minimum/general expectations.
- Allana – people might be motivated to run for the board for a specific office if they knew more.
- Mary Ella – doesn't want job descriptions to be limiting to what officers/board members can do.

ACTION: Melanie suggests staff create officer expectation guidelines to be used for orientation.

Recommendations to the board:

- a. Authorize Colin to consult with Van Baldwin on the proposed bylaw changes as amended and check to see if changes would require a vote by members. (Attachment B)
- b. Recommend the board encourage board members to write brief descriptions of their current roles and duties.
- c. Recommend the pages of the Legal Sourcebook for California Cooperatives, pertaining to officer descriptions/responsibilities, be added to board binders, including source page of where to find the entire source online.

Approved by consensus.

6. Review Hotlist Items:

Remove items 1 and 2 in bylaws hotlist.

7. Agenda Items for Next meeting:

- Hotlist
- Possibly something from the Membership Meeting

8. Next meeting: August 16 at 4pm

Meeting adjourned 5:52pm by consensus.

Minutes by Emily Walter

Guidelines for Board Members Communicating with Staff

Board and staff communication can be tricky due to the power dynamics between board and staff. During times of trust between board and staff, good judgment and the assumption of good intent on the part of others are the only formal guidance needed. During times of distrust, communication pathways can become constricted and questions, directive and feedback, can be perceived as subversive or even as an attack. It is important that board and staff maintain healthy communication in order to build trust and contribute to a thriving Co-op.

During the course of business, it will become necessary for board members to communicate with staff and vice versa. Whether the communication is a question, a directive, or simply feedback, consider the following:

1. The appropriate person to give a directive is the employee's supervisor
2. Directives and inquiries can take more time than anticipated
3. Feedback can be misinterpreted, especially when in electronic form
4. Some directives/inquiries may not be a good use of staff time
5. Some directives/inquiries may be best suited to other board members, the board as a whole, or board committees
6. Directives/inquiries that will take significant staff time should go to the board, as a whole, to determine, along with the general manager, if the dedication of resources fits within the current priorities
7. Directives/inquiries should have specific goals and clearly stated desired outcomes, understood forms of reporting back, as well as deadlines.

Taking the above into consideration, communication should not be restricted to only the general manager. In order to ensure an efficient and effective process, the following guidelines¹ should be used:

1. **Share information that enables effective ambassadorship and democratic representation.** It should be totally fine, and indeed encouraged, for any staff member to give any board member information about a program or other organizational element that would allow the board member to be a more effective representative for the organization and its mission.
2. **Keep general manager in the loop, but no bottlenecks.** It's silly to bottleneck the flow of information by requiring all interactions to be monitored and/or controlled by the general manager. Sure, informing the general manager of meetings that are taking place makes good sense most of the time, but in healthy organizations where there is trust and goodwill, prior permission shouldn't be needed. If you find yourself wanting to restrict communications or require prior permission, address the source of mistrust, don't create new rules about who gets to talk to whom.
3. **Maintain healthy boundaries.** If ever a direct interaction between a board member and a staff member seems headed in the direction of concerns about a program or strategy or decision, then both parties, but especially the board member, must put on the brakes and ask themselves: Is this something I should be discussing with the General Manager (or Board Chair)?
4. **Be respectful of staff time.** Every inquiry and directive requires staff time that may or may not hinder other deadlines from being met. Schedule a time to talk with staff, so they can give their full attention and also meet their other obligations.

¹ Adapted from <http://www.nonprofitnotes.com/healthy-boardstaff-communications>

PPC Recommended Changes to Bylaws Section 6.01

Section 6.01. **Titles.** The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and any other officers with such titles and duties as determined by the Board of Directors and as may be necessary to enable it to sign instruments. The President is the Chief Executive Officer of the Corporation. Any number of offices may be held by the same person. The President shall be chosen from among the Directors elected by the membership of the Corporation.

(a) **The President.** The president shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, ~~have general supervision, direction and control of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and Directors, and be an ex-officio member of all the standing committees, except where such membership would constitute a conflict of interest. Except as otherwise expressly provided by law, or by these Bylaws, he or she, in the name of the Corporation, shall execute such deeds, mortgages, bonds, contracts, checks, or other instruments, and shall~~ have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors or these Bylaws. The President shall preside at all meetings of the members and Directors.

(b) **Any Vice President.** In the absence or disability of the president, or in the event of the President's inability or refusal to act, the vice president shall perform all the duties of the president and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these Bylaws.

(c) **The Secretary.** The secretary's ~~duties shall include but not necessarily be limited to the following:~~

a. ~~Keeping, or causing to be kept, at the principal executive office of the Corporation, a book of minutes of all meetings of Directors, and, if applicable, meetings of committees of Directors and of members. The minutes shall state the time and place of holding of all meetings; whether regular or special, and if special, how called or authorized; the notice thereof given or the waivers of notice received; the names of those present at Directors' meetings; and an account of the proceedings thereof.~~

b. ~~Keeping, or causing to be kept, at the principal executive office of the Corporation, the original or a copy of the Bylaws of the Corporation, as amended or otherwise altered to date, certified by him or her.~~

c. ~~Giving, or causing to be given, notice of all meetings of Directors required to be given by law or by the provisions of these Bylaws.~~

d. ~~Having charge of the records and the seal of the Corporation and have such other powers and perform such other duties as may from time to time be prescribed by the Board or these Bylaws.~~

e. ~~Exhibiting at all reasonable times to any Director of the Corporation, on request therefore, the Bylaws, the membership book if any, and the minutes of the proceedings of the Directors of the Corporation.~~

f. ~~In general, performing~~ perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. Such duties shall include, but not necessarily be limited to, keeping or causing to be kept in good order the records of the Corporation.

(d) The Treasurer. ~~The Treasurer's duties shall include but not necessarily be limited to the following:~~

~~a. Keeping and maintaining, or causing to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation.~~

~~b. Rendering to the president and Directors, whenever they request it, an account of the financial condition of the Corporation.~~

~~c. Exhibiting at all reasonable times to any Director of the Corporation, the books of account and financial records on request therefore.~~

~~d. Preparing, or causing to be prepared, and certifying or cause to be certified, the financial statements to be included in any required reports.~~

~~e. Having~~ have such all other powers and perform all such other duties incident to the office of Treasurer and such other duties as may be required by law, or which ~~as~~ may from time to time be prescribed by the Board of Directors or these Bylaws.