



Policies & Procedures Committee

Meeting Minutes – January 16, 2019

Ten Pin Building Conference Room

Board: Colin Fiske, James Kloor, Ed Smith

Staff: Emily Walter, Laurie Talbert

Members: None

1. Welcome/Introductions/Agenda review and additions

Meeting commenced at 6:04pm. Colin welcomed everyone.

2. Approval of minutes

November 2018 minutes were approved by consensus.

3. Member comments

None

4. ~~Bylaws Clarification~~

5. Board Policy Manual Update – reported by Colin

Discussed that policies passed by the board should in the Board Policy Manual. The committee discussed where to incorporate the Zero Waste Policy and Expenditure Control Policy. The group also decided to remove Section 5I as it is redundant with the newer Section 5B.

6. GM Review – reported by Colin

The committee reviewed a draft GM Review policy that is broad so that each board has room to make the evaluation suit their wants. Its purpose is to make sure there is an annual review of the GM and to include expectations for future performance within that review.

Recommendation to the board: Add Section 5M to the Board Policy Manual.

Section 5M General Manager Review

The Board will provide the General Manager (GM) with clear expectations for job performance, in addition to specific directions as necessary and will hold the GM accountable for both meeting general job expectations and carrying out directed tasks. This management of the GM will occur on an ongoing basis.

The Board will also conduct an annual review of the GM's job performance. As part of this review, the Board will solicit feedback from employees on the GM's performance, particularly those who are directly supervised by the GM or have other special relevant experience. The Board will communicate the results of the annual review to the GM in writing. Results of the review will include an assessment of areas of strength and areas which need improvement, as well as expectations and goals for future performance.

7. UNFI – reported by Colin

The committee discussed what it knows about UNFI and their contract with the Co-op. Nobody can see the UNFI contract except the GM which is concerning to the board.

- Ed – the contract is between UNFI and NCG.
- Colin – our UNFI contract goes through July 2021.

Recommend to the Board: Direct staff to prepare a contingency plan for contract dispute, supply chain disruption, contract expiration, or any other unforeseen circumstances effecting UNFI supply. The board expects a progress report due September 2019 and a final report by the conclusion of fiscal year 2020.

8. Board email auto responder – reported by Colin

The committee agreed that an auto responder could create issues with spammers and we should not have one. Instead, the committee added one line to Board Correspondence section in the Board Policy Manual that will ensure those corresponding with the board are aware of the board correspondence policy.

Recommend to the Board: Update Board Policy Manual Section 5E a. (adding a second sentence):

- a. The President shall respond and/or forward to the General Manager to respond as appropriate. Any response from the President shall notify the sender of the board correspondence policy.

9. Member Share Structure – reported by Leah

The committee discussed increasing membership costs and annual member share fees. This has been proposed in the past and was rejected by the membership.

- Laurie – the A-Share price could be increased with current members grandfathered in.
- Laurie – we are working on cleaning up the patronage rolls. It would be nice to clean the member rolls prior to changing the member structure.
- James – I’m interested in a staggered C-Share dividend payout. Investing for longer terms you would get a higher dividend rate. People have expressed interest in doing this.
- Ed – D-Shares could be for employee owner profit sharing for employee retention purposes. Swap out \$100/C shares for retired employees and instead get D shares. It could encourage employees to make sure the Co-op profits.

The committee agreed to continue this discussion at the March PPC meeting.

10. Hotlist Items

- Consider employee longevity incentives to reduce turnover
- Consider inserting language into the Bylaws about supporting/spinning off other co-ops
- Establish strong policies and procedures for recruiting a GM
- Look into different member share structures

11. Next Meeting: March 20 at 6pm. Location at the Arcata Co-op Conference Room.

- Member Share Structure/employee longevity incentives – James
- Bylaws Clarification
- Consider inserting language into the bylaws about supporting/spinning off other co-ops

Meeting adjourned 7:58pm by consensus.

Minutes by Emily Walter