



Policies & Procedures Committee
Meeting Minutes – July 17, 2019
Arcata Co-op Conference Room, Arcata

Board: James Kloor, Colin Fiske, Ivy North, Ed Smith

Staff: Emily Walter, Laurie Talbert

Members: None

1. Welcome/Introductions/Agenda review and additions

Meeting commenced at 6:03pm. James welcomed everyone.

2. Approval of minutes

May 2019 minutes were approved by consensus.

3. Member comments

None

4. Bylaws Clarification

If a board member ceases to meet the qualifications to run for the board, does this effect their eligibility to remain a board member? Topic to be continued.

5. Bylaws Section 2.05 – reported by James

The committee discussed dividend accrual following membership termination. We can now pull out shares as soon as a membership is terminated, but prior to paying the amount out to the terminated member. This allows us to terminate the membership and their shares could potentially stop accruing.

ACTION: James will communicate with the attorney to clarify if a terminated memberships shares turn into equity can they legally cease to accrue dividends?

6. Officer Descriptions – reported by Colin

Officer descriptions were written by officers to inform of the general scope of officer duties and are found in the Board Handbook. They are not legal descriptions nor are they comprehensive. Legal responsibilities of officers are provided by the Bylaws, Articles of Incorporation, adopted board policies and applicable California law.

After reviewing the current officer descriptions, the committee decided to add the following line:
Additional duties of cooperative officers can be found at the website for the Legal Sourcebook for California Cooperatives (include link).

ACTION: Emily will update the board handbook.

7. Board Communication – reported by James

The committee reviewed Board Policy Manual Section 12H: General Guidelines for communicating with staff and members.

Recommend to the Board: Add the following paragraph to Section 12H of the Board Policy Manual.

All individual board members are bound by a decision of the majority of the board even if they disagree. When speaking about a board decision a board director has the responsibility to provide an unbiased and factual account of the board's action/s. Board members who dissent in public about a particular board decision or organizational direction should qualify such dissent by stating that it is their own viewpoint and, if true, that the board decision was made following proper procedures.

ACTION: Emily will remove the current guidelines from the Board Handbook and replace with the BPM guidelines.

8. **Directives to Staff** – reported by Leah
The committee reviewed a list of staff directives.

Recommend to the Board: Update staff directives list to reflect changes highlighted in attachment A.

Note – Attachment A shows only directives that are being changed and does not comprise the entire staff directives list.

9. **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
- Hire consultant to review the board handbook

10. **Next Meeting:** September 18 at 6pm at the Arcata Co-op Conference Room.

- Handling concerns from the public and staff (Email, written, verbal correspondence)
- Board policy on how to respond to staff when they complain about the GM
- Create a policy for GM review & evaluation following completion of this year's review

Meeting adjourned 8:05pm by consensus.

Minutes by Emily Walter

Attachment A

NOTE: This list includes only Board directions to staff which may require follow-up, not other types of Board decisions (such as approving or amending policies, accepting reports or recommendations, or decisions which the Board itself will carry out). It also does not include minor directions to staff which were completed long ago.

Date	Category	Specific Direction to Staff	Status/Date	Notes
4/4/2019	Operations	In an effort to make employees feel valued, engaged and able to work to their strengths, after a certain amount of employment, the Co-op should offer the opportunity to seek cross training. Direct staff to investigate ways to make this happen. Progress report due September 2019.	Rescinded - remove from list	Employees are already offered and sometimes required to receive cross-training. This directive implies that employees are not valued, engaged or able to work to their strengths. I request further discussion during executive session of what expectations and outcomes the board is looking for in this directive.
3/13/2019	Operations	Direct staff to address safety concerns with actions that can be implemented in the short term, including improved lighting, better camera placement and placement of security mirrors.	Complete and ongoing	Camera added to Eureka entry; sensitivity/de-escalation training conducted in Eureka and coming to Arcata; security company selected but waiting on final detailed budget.
12/6/2018	Operations	Request Melanie provide a final report on the current strategic plan following the end of FY19 and receive quarterly updates on the status of achieving the new strategic plan goals.	Complete	
12/7/2017	Finances	Direct staff to transfer the retained patronage refunds into B shares, cash them out, or deal with them as appropriate by the end of FY19.	Priority	Postponed until Co-op is in a better financial and cash position
5/4/2017	Investigation	Direct staff to find ways to incentivize the use of reusable bags and containers and particularly durable bags and containers		NOT Complete. 7.17.2019
10/6/2016	Operations	Move to approve this recommendation regarding zero-waste practices [specifically: to incorporate zero-waste practices and principles into employee training and handbook, a line item in job description, orientation, Worker Bulletin - "Zero Waste Minute," and the Co-op newsletter.	Complete	Job descriptions rewritten with sustainability responsibilities incorporated, waste diversion included in orientation and ongoing training.; Co-op Thymes (monthly employee newsletter) and Co-op News (quarterly member newsletter) started in April 2017 with zero waste topics and incentives. Employee handbook will incorporate new zero waste policy adopted by the board-- completion in June 2017
8/4/2016	Labor relations	Board direct management to negotiate a side agreement or memorandum with the Union that specifies terms of a volunteer program and report back to the MAC.	High Priority	Discuss during union negotiations
6/2/2016	Operations	Recommend that there be an operational policy for incentivized shopper purchase and use durables containers.	Complete	Assigned to Sustainability Officer; will report after one month on the job