



Policies & Procedures Committee
Meeting Minutes – September 18, 2019
Arcata Co-op Conference Room, Arcata

Board: Colin Fiske, Ed Smith, Leah Stamper

Staff: Emily Walter

Members:

1. Welcome/Introductions/Agenda review and additions

Meeting commenced at 6:07pm. Leah welcomed everyone.

2. Approval of minutes

July 2019 minutes were approved by consensus.

3. Member comments

All board members should be required to have regular email access.

4. Bylaws Clarification

This had to do with qualifications for running for the board. If a board member no longer meets all qualifications can that director be removed based on not meeting the qualifications?

Bylaws may prescribe requirements for eligibility for a director. If a board member ceases to be able to meet eligibility requirements within the Bylaws the board could choose to remove that member from the board.

The discussion of possibly adding candidate qualification to the Bylaws will be included on the agenda at the November PPC meeting.

5. Executive Committees

The committee discussed and proposed changes to the Nominating Committee charter to bring it into alignment with the definition of Executive Committees in the Bylaws.

Recommendations are in Attachment A.

<p>Motion: Recommend changes to the Nominating Committee Charter, as shown in Attachment A, to the board.</p>

<p>Consensus to approve motion.</p>

6. Policy on Staff Complaints

The committee discussed different policies and guidelines for how to respond to staff complaints concerning the General Manager.

ACTION: Colin will consult with a labor attorney to find out what the boards human resources rights and responsibilities are concerning the General Manager.

7. GM Review Policy

Tabled until November meeting. Discuss example templates of process.

8. Hotlist Items

- Consider employee longevity incentives to reduce turnover (SP)
- Establish strong policies and procedures for recruiting a GM

- Look into different member share structures

9. Next Meeting: November 20 at 6pm at the Arcata Co-op Conference Room.

- Consider inserting language into the Bylaws about supporting/spinning off other co-ops
- Contemplate adding Nominating qualifications to the Bylaws
- Review of Board/HR Rights and Responsibilities
- Create GM Review Guidelines

Meeting adjourned 7:50pm by consensus.

Minutes by Emily Walter

ATTACHMENT A

Proposed Changes to Nominating Committee Charter

Purpose: The Nominating Committee is an executive committee of the board charged with overseeing elections. Its purposes include: to recruit and nominate qualified candidates with the skills, experience and dedication to serve both on the Board of Directors and in Board Committees. To provide training and development opportunities for all board members, with specific emphasis on new board members.

Responsibilities:

E. OTHER:

1. Any other procedures as outlined in the Board Policy Manual or directed by the board.

Chair: As appointed by the Board majority ~~President~~.

Composition: The Committee shall be composed of at least two Board members. The board shall consider appointing all board members not currently running for office. ~~One non-voting Co-op staff liaison as designated by the General Manager, and members at large for one year terms, (none of whom are up for election or will be running in the current election).~~ Co-op members are always invited to sit in on meetings but are not voting members of the committee.

Decision Making: The Nominating Committee is an Executive Committee of the board and shall seek consensus whenever possible and use majority vote when consensus is not reached. ~~Voting members of the Committee are those who have attended 3 out of the last 5 meetings.~~

Communication: No changes

Reporting to the Board: No changes

Meetings: No changes