



**Policies & Procedures Committee**  
**Meeting Minutes – January 15, 2020**  
**Arcata Co-op Conference Room, Arcata**

**Board:** Laura Wright, Kirsten Lindquist, James Kloor, Colin Fiske, Roger

**Staff:** Emily Walter

**Members:**

**1. Welcome/Introductions/Agenda review and additions**

Meeting commenced at 6:02pm. Laura welcomed everyone, and introductions were made.

**2. Approval of minutes**

November 2019 minutes were approved by consensus.

**3. Member comments**

None

**4. Review Action Items – reported by Laura**

All action items have been addressed.

**5. Complaints About the General Manager – reported by Colin**

Colin spoke with the HR attorney to get feedback on language for how the board should deal with complaints about the General Manager.

**Recommend to the Board:** Approve the following language for the Board Policy Manual Other. I.

From time to time, the Board may receive complaints about the General Manager from employees or other parties. If the Board receives a complaint which it judges to be credible and actionable, the Board should generally consult with the Co-op's Human Resources Director or other relevant professional(s) to determine an appropriate course of action. The Board may direct internal or external investigations of the General Manager or the General Manager's actions if it deems necessary and may take action based on the results of such investigations.

Motion approved by consensus.

*(Roger joined the meeting)*

**6. Board Qualifications – reported by Laura**

The board drafted qualifications to add to Bylaws Section 5.02 Qualifications (See attachment A – Board Qualifications).

**Recommend to the Board:** Authorize Laura to consult with the board attorney to review proposed bylaw changes as seen in Attachment A.

James moved, 2<sup>nd</sup> from Kirsten, all in favor, motion passed.

**7. Annual Membership Fee – reported by James**

The committee discussed different annual membership fee ideas (See attachment A – Annual Membership Fees).

**Recommend to the Board:** Submit ideas for annual membership fees, as shown in attachment A, to staff for feedback on the feasibility and substance of the proposed options with a response by the May PPC meeting.

Colin moved, 2<sup>nd</sup> from James, all in favor, motion passed.

#### **8. Employee Elections**

The committee discussed how employee directors are elected to the board. If employee directors are representatives of all Co-op members, why do the employees get to choose them and not the general membership? The idea of eliminating the employee only election and having the general membership choose the two employee directors was discussed.

- Roger – I would like to maintain two employee seats and then open the rest of the seats to anyone, including employees, for the general membership to choose.
- Kirsten - with the current morale of staff this is not a good time to propose eliminating the employee election process.

The committee decided to continue the discussion of allowing more than two board seats to employees at the next PPC meeting.

#### **9. Board Handbook** – reported by Colin

Discussed updating the history section of the board handbook. There is a good narrative of the early years, but the last 20 years is missing. It was suggested to find interns to help with the research and writing. As Secretary, Laura may assist with this task.

**ACTION:** Kirsten will contact HSU, CR, MPA and Arcata high to look for an intern to help with updating our historical knowledge, including interviewing longtime members and employees.

#### **10. Hotlist Items**

- Consider inserting language into the Bylaws about supporting/spinning off other co-ops.

#### **11. Next Meeting:** March 18 at the Arcata Co-op Conference Room.

- Review Historical General Manager Review Process for the Board Handbook
- Employee Directors – bylaws 5.01 discussion
- Review Action Items

Meeting adjourned 8:02pm.

*Minutes by Emily Walter*

## Attachment A

### Board Qualifications

Bylaws

Section 5.02. **Qualifications.**

- (a) The Directors of the Corporation shall be members of the Corporation and residents of California.
- (b) Individuals serving in management positions of the corporation shall not serve on the board of directors while they occupy such positions. "Management positions" will be defined as follows: **The General Manager and**, employees with management and administrative responsibilities that directly report to the General Manager.
- (c) **Any Director of the Corporation must be eligible to vote in the election in which they are candidates.**
- (d) **No director of the corporation shall have any legal interest in ongoing or pending administrative action or litigation against the corporation.**
- (e) **No two directors of the corporation shall share a single membership number nor shall they live in the same household.**
- (f) **The Directors of the Corporation must uphold their Duty of Care and Duty of Loyalty to the Corporation.**

### Annual Membership Fee Ideas

Below are some ideas for annual membership fees:

- a) Section 1.10. Annual Maintenance Fee. An annual non-refundable sliding scale maintenance fee, from \$1 - \$10, may be charged to and collected from each member. Failure to pay Annual Maintenance Fee may be cause for expulsion, as per section 3.03 of these Bylaws.
- b) Section 1.10. Annual Maintenance Fee. An annual non-refundable \$10 maintenance fee may be charged to and collected from each member. Failure to pay Annual Maintenance Fee may be cause for expulsion, as per section 3.03 of these Bylaws.
- c) Section 1.10. Annual Maintenance Fee. An annual non-refundable maintenance fee, as set by the Board of Directors at the beginning of each fiscal year, may be charged to and collected from each member. Failure to pay Annual Maintenance Fee may be cause for expulsion, as per section 3.03 of these Bylaws.
- d) Section 1.10. Annual Maintenance Fee. An annual non-refundable \$10 maintenance fee will be charged and collected from each member.