



Policies & Procedures Committee
Meeting Minutes – September 16, 2020
ZOOM Call

Board: Laura Wright, James Kloor, Colin Fiske, Roger

Staff: Emily Walter

Members:

1. Welcome/Introductions/Agenda review and additions

Meeting commenced at 6:05pm. Laura welcomed everyone, and introductions were made.

2. Approval of the July PPC minutes

Motion: Approve the July PPC minutes.

Motion by Laura, 2nd from Roger, motion approved (4/0/0).

3. Member comments

None

4. Household Shoppers

Staff originally brought up an issue with our current database and the number of household shoppers allowed on a membership. Staff are not currently able to easily track members and household shoppers in the current database. The board doesn't want to limit the number of household shoppers but with the current restraints of the member database there is no better option

Motion: Recommend to the board to set the number of designated household shoppers to one and direct staff to investigate alternative membership database options that would support multiple designated household shoppers, is more customizable and has options for variable interest rates on C share dividends.

Motion by James, 2nd from Laura, motion approved (3/0/1), Roger opposed.

5. Annual Member Fee – reported by James

James proposed language for starting an annual member fee. The membership would have to vote on it in 2021. The committee discussed the proposal.

Agreements: Take out the last two sentences of the proposal. Adjust language to state that the annual fee rate shall not increase/decrease by 100% or \$10.00, whichever is greater in any given year.

Next Steps:

- Emily will edit James's proposal based on tonight's discussion (Attachment A).
- Laura will report this information to the board at the October board meeting, not as an action item.

Recommend to the Board: Place the proposed Annual Fee language (Attachment A) on the 2021 ballot. (This recommendation shall be reviewed by the board at the December 2020 board meeting following the seating of new board members.)

Motion by Colin, 2nd from Roger, motion approved (7/0/0).

6. **Supporting/Spinning Off Other Co-ops** – reported by Colin
Reviewed proposed provided by Colin to support other Co-ops (Attachment B).

Recommend to the Board: Adopt the proposed amendment to the purchasing policy. (Attachment B – item 1.)

Motion by Colin, 2nd from James, motion approved (4/0/0).

Recommend to the Board: Direct management to consider the proposed bylaws amendment and report feedback to the board. (Attachment B – item 2.)

Motion by Colin, 2nd from Laura, motion approved (4/0/0).

7. **Employee Directors**

Tabled

8. **Hotlist Items**

- Supporting Other Co-ops
- Employee Directors

9. **Next Meeting:** November 18, 6pm via Zoom

Meeting adjourned 7:22pm.

Minutes by Emily Walter

Attachment A

Annual Membership Fee Proposal

Bylaws 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. The annual fee rate shall not increase or decrease by more than 100% or \$10, whichever is greater, in any given year.

****Note:** The North Coast Board of Directors is proposing a \$10 Annual Maintenance fee for the first year of implementation. If passed by the membership this fee will go into effect March 2022.

Attachment B

Options for Increasing NCC Support for the Cooperative Economy

1. Amend the Purchasing Policy

Add a new section labeled “Cooperative” (in addition to the existing sections “Environmentally Sound,” “Socially Responsible,” “Local,” and “Meeting the Needs of Our Community”): “When the Co-op faces a choice among products that meet the goals of this policy to a substantially equivalent degree, the Co-op will prioritize purchasing of products that are produced and/or processed by other cooperatives.”

and/or

2. Incorporate Language into Bylaws to incubate new co-ops and/or invest in existing co-ops

Add Section 9.03(i): “At least 10% of any surplus not attributable to patronage of the members of the Corporation and remaining after the processes described in Subsections (a), (b), and (c) of this Section of these Bylaws shall be: (i) invested, donated or otherwise provided to other cooperative corporations, with a preference for cooperative corporations located in close geographic proximity to the Corporation’s then-existing operations; and/or (ii) invested, donated or otherwise provided to a fund or organization, controlled by the Corporation or otherwise, dedicated to supporting the creation of new cooperative corporations or supporting existing cooperative corporations in close geographic proximity to the Corporation’s then-existing operations.”