



## Policies & Procedures Committee Meeting Minutes – February 21, 2018

Ten Pin Building Conference Room

**Board:** Leah Stamper, Colin Fiske, Ed Smith, Robert Donovan

**Staff:** Emily Walter, Laurie Talbert, Jules Katz, Alanna LaBelle

**Members:** John Lucas

### 1. Welcome/Introductions/Agenda Review and Additions

Meeting commenced at 5:55pm. Leah welcomed everyone.

### 2. Approval of Minutes

January 2018 minutes were approved by consensus.

### 3. Member Comments

Colin – brought up saying something in the policies about being 18 years old to be a member.

**Motion:** Add a bullet point to Section 1A of the Board Policy Manual that states, “A member must be at least 18 years of age.”

Approved by consensus.

Ed – would like to review election policies about appointing a board member to fill a vacancy. Does the appointed member fulfill the vacated term or serve a 3-year term?

### 4. Bylaw Clarification – Reported by Leah

Leah has not heard back from the attorney.

**ACTION:** Colin will email Van along with Leah to introduce Leah and keep this item moving forward.

### 5. One Voting Membership Per Person – Reported by Colin

Sec. 1.02 of the Bylaws basically accomplishes this:

Any person, including any organizations (except a subsidiary of the Corporation) may become and remain a member of this Corporation by:

(c) Making full payment for one Class A Membership share(s), as described in Section 2.02 of these Bylaws; and

- Colin – The “s” from organizations and the “s” from shares should be removed as minor clarifying edits. The intent could then be interpreted clearly in the Board Policy Manual.
- John – it would be good to clarify this and clean it up.
- Colin – Sec. 2.02 states that each membership shall purchase only one A Share. The intent of 1.02 is clear. I think the extra s’s are typos.

**Motion:** Remove the two “s’s” from Bylaws Section 1.02, as a non-substantive change, to show: Any person, including any organizations (except a subsidiary of the Corporation) may become and remain a member of this Corporation by: (c) Making full payment for one Class A Membership share(s), as described in Section 2.02 of these Bylaws.

Approved by consensus.

**Motion:** Add bullet point to Section 1A of the Board Policy Manual to say “Any person or organization eligible for Co-op membership may hold one and only one A Share. No person or organization shall be permitted to hold any ownership interest in more than one A Share at any one time.”

Approved by consensus.

## 6. Annual Board Policy Manual Review

- John – Sec. 3C 2)c. “Expulsion.” Why if a person is expelled and the membership is terminated does the other joint-member get the redemption proceeds? This doesn’t seem fair. It should be split evenly between the two.
- Laurie – If it’s a joint membership there is no way to know who should technically get the benefits from the membership. We could either split even between a joint membership or treat everyone as equals with equal rights to the membership. In an expulsion, it’s not either members choice to close a membership. This states who gets it which must be defined.
- John – If they had a lot of C Shares the expelled person could lose a lot of money.
- Several people expressed that we are talking about a joint membership. If someone enters into a joint membership they must realize that they don’t have total control of their investment. Just as if someone has a joint bank account. This is big part of why we moved to single-person membership.
- Ed – doesn’t like re-issuing the same member number. It shouldn’t be called a “new membership.”
- Laurie – although it’s stated as a new membership, as suggested by the attorney when writing this section, it’s not really a new membership because it’s still owned by one of previous members on it and that will be noted in the database.

## 7. Review Hotlist Items

The hotlist was reviewed.

### Recommendations to the board:

- Add a bullet point to Section 1A of the Board Policy Manual that states, “A member must be at least 18 years of age.”
- Remove the two “s’s” from Bylaws Section 1.02, as a non-substantive change, to show: Any person, including any organizations (except a subsidiary of the Corporation) may become and remain a member of this Corporation by: (c) Making full payment for one Class A Membership share(s), as described in Section 2.02 of these Bylaws
- Add bullet point to Section 1A of the Board Policy Manual to say “Any person or organization eligible for Co-op membership may hold one and only one A Share. No person or organization shall be permitted to hold any ownership interest in more than one A Share at any one time.”

## 8. Agenda Items for Next meeting:

- Review the Board Policy Manual policy about appoint someone to fill a board seat that has been vacated mid-term. Does the appointed fulfill the vacated term or serve a full term?
- Draft a GM evaluation policy for the Board Policy Manual.
- Bylaw clarification

## 9. Next meeting: March 21 at 5:45pm

Meeting adjourned 6:59pm by consensus.

*Minutes by Emily Walter*