



Policies & Procedures Committee Meeting Minutes – September 19, 2018

Ten Pin Building Conference Room

Board: James Kloor, Colin Fiske, Ed Smith, Leah Stamper

Staff: Emily Walter, Laurie Talbert, Jason Davenport

Members: Lisa Blandford

1. Welcome/Introductions/Agenda Review and Additions

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

2. Approval of Minutes

July 2018 minutes were approved by consensus.

3. Member Comments

Lisa asked about the schedule for board committee meetings.

4. Cyber Security – reported by Jason Davenport

Jason gave a PowerPoint presentation overview on cyber security. Our internal network has no open ports, which is like having a closed fenced. It creates some inconveniences for IT but it's more secure this way. We have two-factor authentication for our Office accounts, such as Outlook. We have a software restriction policy with a default to block all applications and choose which we allow to be used. We have a password policy that forces people to create new passwords every so often. These are all common practices for a company our size. Jason discussed the “bad actors” or the ways that people do attempt to infiltrate companies, such as demands for payment, cold calls, remote access requests, phishing, impersonation of leadership, etc. Jason recommends the Co-op codify practices and write a Standard Operating Procedure and train staff on how to identify bad actors. This has already begun but has not been completed yet.

- James - worries about confidential documents that are sent to him as a director. What happens to those documents once he's off the board. I've seen programs where documents can be sent where they aren't able to be downloaded.
- Ed - if the board directs staff to generate a board correspondence platform, then I would be able to see it all. Is that good? What would the board think of that?
- Colin - new board members should be trained in cyber security. Board members should read the SOP once it's complete.
- Jason – the best approach to security is to never make it an issue because you can't
- James – it would be nice to let other Co-ops see our policy.

Motion: Direct staff to provide the board with the cyber security SOP when its complete.

Moved by Colin, 2nd from James. Motion passes by consensus.

5. Board Correspondence Policy – reported by Colin

This agenda item was brought here because some board members are concerned that the GM received emails that go to the board email address, as well as the want to receive all emails that go to the board email address.

- Emily – Prior to this meeting I reviewed the Board Policy Manual (BPM) correspondence section and see that I've been doing it incorrectly. I've been following an old correspondence flow chart that was given me when I started my job that is dated prior to the current policy. The BPM instructs to forward emails to all board members, and I've been only forwarding them to the President. I will correct this now.

The group discussed if the GM should be receiving the board email, which is what is currently happening.

- Lisa – there should be a separation of the board from the GM.
- Ed – the President should decide if the email should be forwarded to the GM.
- James – likes a policy where the President decides if it gets forwarded to the GM.

The group discussed having the board all have @northcoast.coop emails or otherwise receive paper communication. The committee used track changes in the BPM to update the Board Correspondence Section 5E and present it at the October board meeting (See attachment A).

- Ed - When a board member is no longer a board member, that @northcoast.coop email account no longer exists. But what happens to the emails on the server? Should there be a retention policy?
- Jason – a lawyer friend of mine told me to keep everything or keep nothing. Keep everything is where the most benefit lies.

The BPM was updated to show that all board members will get an @northcoast.coop email account to use for all board business, when a person is no longer on the board their email address is disabled and will be archived, all board emails will automatically be forwarded to the entire board, the President will forward correspondence to the GM as appropriate, and response letters from the President will be copied to the entire board. To see the full details of changes to the BPM see Attachment A.

Motion: Recommend to the board to adopt changes to the Board Policy Manual Section 5E as detailed in Attachment A.

Moved by Ed, 2nd from Colin. Motion passes by consensus.

6. **Bylaws Clarification** – Reported by Leah

Indemnification Clause

I received an email from the board attorney, Vans Baldwin, who basically wrote that there is no need to include an indemnification clause in the Bylaws because if the board did choose to indemnify someone they would need to consult with an attorney, and thus anything in the bylaws would be unnecessary.

- The group agrees not to add an indemnification clause.

Articles of Incorporation

We do not need to change the Articles of Incorporation because the share numbers are referencing the number of shares, not the dollar amounts. We are well within the number of shares and thus the Articles of Incorporation remain accurate.

7. **CA Security Laws Amendment** – Reported by Colin

The group reviewed a proposed CA security laws amendment from Vans Baldwin and all agree that it has nothing to do with the Co-op and that no action is needed.

8. **GM Job Description**

The committee reviewed the most current GM job description and added additional responsibilities that include implementing the Purchasing Policy, implanting the Strategic Plan and emphasized our commitment to the environment as part of the triple bottom line. See attachment B of these minutes to see the entire description.

Motion: Recommend to the board to provisionally approve the updated GM job description upon review by an HR attorney.

Motion passes by consensus.

9. **GM Review**

Tabled until November PPC meeting.

10. Hotlist Items

- Consider employee longevity incentives to reduce turnover.
- Consider inserting language into the Bylaws about supporting/spinning off other co-ops.
- GM Review – create a policy for GM review & evaluation following completion of this year’s review
- Establish strong policies and procedures for recruiting a GM

11. Agenda Items for Next Meeting:

- GM review
- Procurement Policy
- Discuss correspondence from Vans
- Membership rolls and unclaimed equity – Laurie

12. Next Meeting: November 7 at 6pm

Meeting adjourned 8:07pm by consensus.

Minutes by Emily Walter