



Policies & Procedures Committee
Meeting Minutes – April 17, 2019
 Arcata Co-op Conference Room, Arcata

Board: James Kloor, Colin Fiske, Leah Stamper, Ed Smith
Staff: Emily Walter, Laurie Talbert
Members: Kurt Christman

1. Welcome/Introductions/Agenda review and additions
 Meeting commenced at 6:07pm. Leah welcomed everyone.

2. Approval of minutes
 January 2019 minutes were approved by consensus.

3. Member comments
 None

4. Bylaws Clarification
 Tabled

5. Members Entitlement to Vote Policy Update – reported by Colin
 The group discussed changes to bylaws section 4.13(c) to clarify the member eligibility to vote by date for Co-op elections.

Proposed Changes to Bylaws Section 4.13(c)

The record date for determining the members entitled to vote at a meeting ~~or cast written ballots~~ is forty-five (45) days before the date of the meeting. ~~The record date for determining the members entitled to vote via written ballot without a meeting is forty-five (45) days before the start of voting.~~

Recommend to the Board:

- Adopt the bylaws change subject to review of the board attorney and place on the election ballot if necessary. Authorize Leah to consult with the attorney.

6. Benchmarks – reported by Colin
 The committee reviewed and added to a list of social and environmental benchmarks.

Draft Social Benchmarks

Annual increase in employee pay	Exceeds inflation
Annual proportion of old products assessed against purchasing policy	5%
Annual change in Food For All participation cap	+5%
Annual change in proportion of local products sold	+3%
Annual change in member voting turnout during regular elections	+5%
Demographic diversity of Board, management, employees	Equal to or greater than Humboldt County population
Change in employee turnover	
Employee longevity	
Employees with Co-op assisted 401(k)s	

Draft Environmental Benchmarks

Annual change in CO2 emissions from refrigeration systems	-10%
Annual change in net greenhouse gas emissions	-10%
Annual change in landfill/recycling waste produced	-5%
Annual change in single-use packaging from products sold	-5%
Annual proportion of old products assessed against purchasing policy	5%
Annual change in customer/employee trips using active transportation or transit	+5%

Recommend to the Board: Send the proposed benchmarks to staff for feasibility of measuring, feasibility of goals and to determine how often reports should be submitted.

7. Board Members Serving on Committees – reported by Colin

The election materials include language about board members serving on at least two committees but there is no policy. The committee would like to make it a stronger policy by including it in the Board Policy Manual.

Recommend to the Board: Approve addition (below) to Section 5.A of the Board Policy Manual.

5.A - Board members are expected to serve on at least two standing committees.

8. Member Share Structure

Tabled

9. Hotlist Items

- Consider employee longevity incentives to reduce turnover
- Consider inserting language into the Bylaws about supporting/spinning off other co-ops
- Create a policy for GM review & evaluation following completion of this year's review
- Establish strong policies and procedures for recruiting a GM
- Look into different member share structures

10. Next Meeting: May 15 at 6pm at the Arcata Co-op Conference Room.

- Office supply purchases
- Member Share Structure
- Bylaw Qualifications
- Review board binder

Meeting adjourned 7:34pm by consensus.

Minutes by Emily Walter