

Kootenay Country Store Cooperative  
Regular Board Meeting Minutes

**June 6, 2016 6 PM**

**Present:** Jon, Abra, Alex, Stephan, Andrew and Liz

**Regrets:** Cathy-Ann

**Staff Present:** Allan, Paul, Tory and Russell

**Guests:** Mike Chapman, Maureen Kelsey, John Kingsmill and Ann Mowat

**Recorder:** Nancy

**Next Meeting:** July 4, 5:30 pm

**Adoption of June 6 Agenda:** M/Andrew S/Liz

Jon led with a round of introductions which was followed by an outline of how the meeting would proceed.

**Presentation**

Tom Murray, CEO, Nelson & District Credit Union (NDCU) presented to the board and guests. Tom began the presentation by explaining how the independent verification process works with commercial loans. Mr. Murray read from an independent verification document NDCU received that outlined how standard commercial lending policies have not applied to the financing of this project and that the project's application for financing was approved in part because the syndicate partners are reflecting back the shared co-op value of cooperation among co-operatives.

**Approval of May 9 Minutes:** M/Abra S/Andrew (with minor correction and edits to the Finance Committee report)

Business Arising				
	Who	Does What	By When (assumptions)	Complete (Yes/No)
1	Jon and Allan	Ensure that a signed copy of the Venture Mechanical contract is provided for Venture by June 7.	June 7	
2	Tory	Investigate possible ways to reduce the WCB rates.	July 4	
3	Andrew	Email Directors once latest version of draft Policy Revisions are up on the Drive.	July 4	
4	All Directors	Review draft Policy Revisions and provide written comments on document and notify Policy Committee by email when complete.	July 4	
5	MOC	Engage with Directors to come up with a proposal for a dedicated email for Directors.	July 4	
6	Nancy	Send a Doodle Poll for August and September.	July 4	
7	All Committees	Review their Committee's Terms	July 4	

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		of Reference.		
8	Allan, Abra and Jon	Meet to discuss the AGM planning.	July 4	
<b>Ongoing/In Process</b>				
	<b>Who</b>	<b>Does What</b>	<b>By When (assumptions)</b>	<b>Complete (Yes/No)</b>
1	Jamie	Investigate the costs and potential member advantages of a points program.	July 4	
2	Jamie	Research survey respondent demographics.	July 4	
3	Finance Committee	Discuss how and if the Finance manager should produce ratios around key indicators for Quarterly reports.	July 4	
4	Member Outreach Committee	Review Paul & Jamie's communications strategy and plan how to communicate it to the membership.	July 4	
5	Jon	Add discussion of MOC TOR to May 9, 2016 meeting agenda.	Postponed	
6	HR Committee	Generate a report on the 3 <sup>rd</sup> party GM Evaluation process of 2015.	July 4	
7	Board Development	Review best practices for interviewing candidates.	July 4	

**Development Report**

Russell presented the Development report. Highlights include that the display suite is complete and fully furnished. An invitation to the general public to see the suite will be extended after it is shown to those on a waiting list to see it, the realtors and those on the mailing list for the Commons project. There will be a check-in with ITC senior managers later this week. Fire suppression is required for occupancy of the main building and is currently the focus. Really happy with the team – all are cooperating and supporting each other really well, particularly the local crews.

**GM Report**

Paul presented highlights from his GM report. Year-end inventory numbers are still being processed. Margins are looking strong. Labour costs increased slightly in May. Deli is strong and new recipes are still under development. Grocery needs a system for cycle counts to ensure that ordering is timely. Wellness Vega days were excellent. Lorna Vanderhague was not able to attend the event but did give a webinar instead. Front-end injuries persist but

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HR continuing to work on training front-end staff to address this. \$100 000 cash and in-kind donations have been provided to the Community this year.

#### **HR Report**

Tory presented a summary of Sarah's final HR report. Highlights of the presentation included a high level analysis of HR requirements and cost analysis. Some future areas of focus will be the pros and cons of employing staff part and full-time. HR department is also intending to broaden the "Exit Interviews" for those who are leaving to see what can be learned there; also interested in learning more about employee return to work scenarios after injury. It was also noted that it has been a while since the wage and benefits structure has been reviewed. There is an intention to work further with an engagement model to survey the staff to see how to reduce turn-over numbers.

**Action:** Tory to investigate possible ways to reduce the WCB rates.

#### **Board Election Policy Revisions**

Andrew emphasized that there is a priority around approving the Board Election Policy revisions; however, because the changes are important, he wanted to ensure that all Directors have reviewed them thoroughly before proceeding with approval. There were questions on the more significant changes. The sunset clause was discussed. Questions around the hiring of family members of board directors and the proposal that a member of staff who has left the Co-op must wait two years before applying to be a candidate for the board. **Action:** Andrew to email Directors once latest version of draft policy revisions are up on the Drive. **Action:** All Directors to review draft policy revisions and provide written comments on document and notify Policy Committee by email when complete. There was a suggestion to have a preamble in front of all of the policies that allows for some situational flexibility.

#### **Confidentiality Agreement Revisions**

Andrew discussed and presented the revisions to the Confidentiality Agreement. Several Directors did not approve of the revisions but suggested instead that the current provisions are adequate.

#### **Board Governance Review**

Andrew provided an update on the Board Governance review meeting. The draft that has been provided to the board is the first draft and Andrew requested a few volunteers to form a task force to review the current Governance model to ensure that it fits the Co-op as it develops and grows with the new store. Jon and Liz offered to take part in the discussion. The board agreed that investigation, analysis and strategic planning will have to take place after the 2016 AGM.

#### **GM Search Committee**

Abra presented the report. The Committee achieved its goal with less than half of the allocated budget. Committee reported that those staff involved with the GM selection process felt that they had been given the opportunity to contribute in a meaningful way and that it would be good to permanently adapt that as part of any GM Search process.

#### **Collaborative Management Committee (CMC)**

Abra presented a brief CMC update avoiding repetition with other reports.

#### **Finance Committee**

**Motion:** To approve the contract with Venture Mechanical as submitted. **M/Alex S/Stephan**

**Motion passed. Action:** Jon and Allan to ensure that a signed copy of the Venture Mechanical contract is provided for Venture by June 7, 2016.

#### **Member Outreach Committee (MOC)**

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Liz presented the MOC report. Highlights of report included that there will be a rummage sale throughout Nelson's downtown core to benefit *Seeds* and *Nelson Friends of Refugees* on June 18, 2016. These two groups will also receive 3% of all Co-op sales on that date. June 24, 2016 is the Co-ops birthday and Directors can expect to receive a meeting poll from Liz requesting their availability for a Market Fest booth. There was a request for some clarity around who is responsible for replying to the board email through the Co-op website. It would be useful to have a dedicated email address for Directors so that it is not necessary for Board members to reply to member queries using their private email. **Action:** MOC engage with directors outside of this meeting and come up with a proposal to (or not to) have a dedicated email for Directors.

#### **Board Development/Policy Committee**

Andrew presented a brief update on the work of the committee. There are four strong candidates for the upcoming board election. The next steps will be to interview all candidates within the month.

#### **HR Committee**

Jon presented the HR Committee report. The Committee's last meeting focused on reviewing the HR Committee's Terms of Reference. Upcoming meetings will focus on expanding the Board Administrative Assistant's contract.

#### **Upper Columbia Co-op Council Update**

Andrew presented an update of the UCCC (for which the Co-op is a member). There are about 14 members now. The Council provides development support to any Co-ops who have recently formed. The most recent AGM had the strongest attendance numbers so far.

#### **Upcoming Dates:**

**June 18:** Rummage Sale throughout downtown Nelson (to benefit *Seeds* and *The Nelson Friends of Refugees*)

**June 24:** The Kootenay Co-op's 41<sup>st</sup> Birthday – booth at Marketfest

**Next Meeting:** July 4, 2016 5:30pm

**AGM:** September 21, 2016

**Action:** Nancy to send a meeting poll for August and September. **Action:** Committees to review their Terms of Reference by the next meeting. **Action:** Allan, Abra and Jon to meet to discuss AGM planning.

There was a Question and Answer period between guests and the Board. John asked if any consideration has been given to increasing the number of Directors. Maureen observed the Board's willingness to cooperate and work together. Anne echoed those comments and all agreed to that it was interesting to be a 'fly on the wall'. Mike suggested that HR delve into why staff turn-over is high.