

Kootenay Country Store Cooperative
Board of Directors Meeting
August 31, 2015 6:30 PM

Present: Jon Steinman, Susan Morrison, Paula Sobie, Andrew Jarrett and Cathy-Ann Glockner (regrets Liz Babcock and Zoe Creighton)

Staff Present: Russell Precious, Jaime Frederick and Paul Kelly

Guests: Britney Durrand, Steve Kobs and Bonnie Baker

Recorder: Nancy

Called to order: 6:30 pm

Round of introductions

Steve Kobs Presentation

Mr. Kobs presented several slides to the board. He questioned why the subjects raised during the member-owner Q&A are not included in the minutes. He also suggested that the outgoing board is leaving avoided and unresolved problems for the new board. Presentation went overtime and Jon invited Steve to send the board his slides so that they can take the time to respond outside of the meeting.

Motion to adopt the agenda

M/Susan S/ Andrew

Motion to adopt the minutes of July 28 (with the following corrections)

- Remove Action 5 from minutes as this was incorrect.
- It was “suggested” (not “decided”) that the annual Redevelopment report should be coming from the board).

M/Cathy-Ann S/Susan

Business Arising

1. **Action:** Board to consider a chair (other than Jon) for member information portion of the AGM.
2. **Action:** Directors insert their outstanding roles for the AGM planning.
3. **Action:** Directors to review confidentiality report.
4. **Action:** Susan to investigate other lock box file options (Tudor).
5. **Action:** Policy Committee tasked with including “Conflicts of Interest” and “Disclosure Representation and Relationships” in the Executive Limitations policy.
6. **Action:** Directors to electronically provide further feedback on draft of “Executive Limitations Policy”.
7. **Action:** Paula to communicate with the policy committee regarding the revised GM job description so that it can be standardized, finalized and adopted.
8. **Action:** Committees (except Finance and the GM Evaluation Committees) update their terms of reference to reflect that non-directors members are welcome to join a committee.

9. **Action:** Jon to gather specific questions from Bonnie regarding the Redevelopment Project, seek answers from Russell and follow up with Bonnie.

Review of Action Requests

1. **Action:** Russell and Sean to present a joint financial Redevelopment Report (including pro formas) for the next board meeting. **Done**
2. **Action:** Paul to send an email invite to all board members (including the recording secretary) for Jocelyn's send off. **Rescheduled to September 20th.**
3. **Action:** AGM Planning Committee to finalize agenda and motions for AGM meetings by the 10th of August. **Done**
4. **Action:** AGM planning Adhoc committee (which was struck during this discussion with Jon, Paula and Andrew) to liaise with Member Outreach Committee to plan AGM. **In Process**
5. **Action:** Jon and Andrew to collaborate on developing the annual Redevelopment Report. **To be removed**
6. **Action:** Remove item 8.1 from updated Terms of Reference. **Done**
7. **Action:** BDC to review the rules around patronage refund. **In Process**
8. **Action:** Directors to review and offer feedback on the two policies on "The Drive" that are works in progress. **Done**
9. **Action:** Executive Committee to discuss changing the wording of Interim GM to Acting GM. **Done**
10. **Action:** Policy Committee to review rules around allowing members to participate in committees and also to determine which committees it is appropriate for members to participate in. **Done**
11. **Action:** Cathy-Ann to do a Doodle Poll for Directors to attend board/staff luncheon with new Board members in the meeting room sometime in August for September meeting date. **In Process**
12. **Action:** Cathy-Ann to develop a report from the board to the staff regarding what the board has been working on and present draft to Member Outreach Committee for collaboration and feedback. **Ongoing**
13. **Action:** BDC to review best practices for interviewing candidates. **In Process**
14. **Action:** Board to complete doodle poll for financial literacy workshop. **Postponed**

Redevelopment Report

Russell presented the redevelopment report. Highlights included an update on what has been happening at the building site. The framers are hard at work and the shape of the building is starting to show. Sales are tracking well with 75% of units sold. Store design is in process.

GM Report

Paul presented the GM report. The new auditors are thoroughly reviewing the Co-op's financial records which has provided the management team with a clear understanding of the store's financials. Wellness sales were very strong with 18% growth. The Deli and bulk departments are also showing significant growth, which is due to an increased number of items being produced in-house (which is also creating more jobs).

A spotlight has been placed on shoplifting. Unfortunately, some long-standing members have been apprehended. A new shoplifting program is now in place and working well and the hope is that this,

coupled with the legal penalties will act as a disincentive and shoplifting at the Co-op will either cease or be significantly curtailed.

The colour photocopier is on its last legs – need to start budgeting for a new photocopier.

AGM Planning

Jaime gave an update of AGM planning. Highlights of which included information about the gala dinner invite list, menu development as well as a review of the draft agenda. **Action:** Board to consider a chair (other than Jon) for member information portion of the AGM. **Action:** Directors insert their outstanding roles for the AGM planning.

Committee Reports

Board Development Committee

Susan presented BDC report. Three questions were sent to board candidates for printed send-out to member-owners. A decision was made to propose at the AGM a modest increase in board compensation. Election process and new director orientation is being reviewed.

Collaborative Management Committee

Andrew presented the CMC report. CMC is meeting every two weeks to keep tabs of Co-op and Commons developments. Committee decided that some additional guiding policy to what already exists around management spending is required and tasked the finance manager to come up with a first draft.

Policy Committee

Susan presented the policy committee report. **Action:** Directors to review Board Secretary confidentiality agreement. **Action:** Susan to investigate other lock box file options (Tudor).

Discussion around executive limitations policies **Action:** Policy Committee tasked with including “Conflicts of Interest” and “Disclosure Representation and Relationships” in the Executive Limitations policy. **Action:** Directors to electronically provide further feedback on draft of “Executive Limitations Policy”. **Action:** Paula to communicate with the policy committee regarding the revised GM job description so that it can be standardized, finalized and adopted.

Andrew updated the board on how the information and accountability policy has been implemented through his meetings with Deirdrie and Russell. Jon and Paul are having the same meetings.

Action: Committees (except Finance and the GM Evaluation Committees) update their terms of reference to reflect that committees may choose to appoint non-director member-owners to the committee.

Member-Owner Q&A

Short discussion with member-owners.

Upcoming Events

Next Regular Board Meeting: TBA Pending new board
Annual AGM: September 23rd
Case lot Sale: Sept. 30th to Oct 6th

Meeting Adjourned: 8:21 pm