

**Kootenay Country Store Cooperative  
Board of Directors Meeting  
December 14, 2015 5:30 PM**

**Present:** Jon, Stephan, Liz, Abra, Alex, Stephan and Andrew (Regrets Cathy-Ann)

**Staff Present:** Russell and Paul

**Guests:** Britney Mace

**Recorder:** Nancy

**Called to order:** 6:02 pm

There was a round of introductions and some discussion around which committees Britney may like to join.

**Motion to adopt the agenda**

**M/Andrew S/Abra**

**Motion to adopt the minutes of November 16 2015**

**M/Abra S/Jon**

**Action:** Nancy to make the following corrections and additions to the October 2015 minutes: Add “approval of new operating loan of \$200,000 for transfer to the Commons” to development report action item, correct title to read October not August and repost the corrected minutes on the Drive.

**Business Arising**

1. **Action:** Nancy to update adoption of minutes to read October (not August), add “operating loan of \$200 000” to development report action item and repost corrected minutes on the Drive.
2. **Action:** Paul to share with the Finance Committee the info which Jon gathered at Coop finance workshop he attended in the summer
3. **Action:** Russell to consider alternatives to VQA store in commercial space for next board meeting.
4. **Action:** Paul to ask CGW what the amperage is of the ice machine that they have been researching.
5. **Action:** Paul to double check about last year’s labour cost to see how they differ over this year.
6. **Action:** Alex and Stephan to provide Sarah with their SIN numbers for board remuneration T4’s.
7. **Action:** Sean to provide monthly financial reports to Finance Committee.
8. **Action:** All board members to consider participating in the Coldest Night of the Year event. Staff will also be invited to join (Paul to follow up)
9. **Action:** All board members to consider writing a March newsletter piece about how a permanent GM will be recruited (due at the end of February).
10. **Action:** HR Committee to further develop Terms of Reference to include guidelines for communication between staff and board on HR matters and consider including a broader direction on the Coop’s HR values.

11. **Action:** Jon to post 2014 HR report on the drive and send out a link to new board members.
12. **Action:** Board Development Committee and Policy Committee members meet again to look at the workload of the BDC and decide if it is necessary to split into two committees.
13. **Action:** Policy Committee to take another look at the board budget to decide if necessary to contract someone to update the election process policy.
14. **Action:** Abra to include Britney Mace in the doodle poll for the next meeting.
15. **Action:** Committee will take on the task of writing a timeline for the Policy Committee that outlines which decisions will be made by when.
16. **Action:** Policy committee chair to notify the GM of upcoming policy meetings (also send GM an agenda).
17. **Action:** Board to decide when to have the AGM.
18. **Action:** Every committee to regularly review board calendar.

### Review of Action Requests

1. **Action:** Paul to digitally circulate the Marketing department's October AGM review to the board. **Done**
2. **Action:** Abra to circulate current draft of "Executive Limitations Policy" to the rest of the board. **Done**
3. **Action:** Russell to send out a preliminary Redevelopment budget to the board. **Done**
4. **Action:** Russell to provide a legend in the next spreadsheet that indicates what the report's colour coding means. **Done**
5. **Action:** Russell to highlight any items that are expected to exceed the Commons' budget. **Ongoing**
6. **Action:** Liz and Cathy-Ann to sign operating loan of \$200 000 documents at the Nelson and District Credit Union (call Ashley Bennett before going and bring ID). **Done**
7. **Action:** Abra to research possible release of new VQA licenses (What will the conditions of the new licenses be? What is the application process?) **Done**
8. **Action:** Paul to ensure that Jon's request to see cash flow forecast to Oct 2017 is available in the Commons budget report. **Done**
9. **Action:** Paul to send updated operating budget (that includes a breakdown of warehouse costs) to the board. **Done**
10. **Action:** Abra to gather more information on the parameters of supervising the co-managers of the Commons project. (Paul offered to assist Abra with this). **Done**
11. **Action:** Chair of Finance Committee to invite Russell to the next meeting. **Done**
12. **Action:** HR Committee to review the Draft Terms of Reference (#3) and make recommendations to the board. **Done**
13. **Action:** HR Committee to include in the HR TOR that financial approval should be sought from the board before seeking any kind of legal advice with regards to HR matters. **In Process**
14. **Action:** HR committee to ask Sarah Bedo to review the updated draft of the TOR and then bring to the board for approval. **In Process**
15. **Action:** GM Evaluation Committee to generate a report on the 3<sup>rd</sup> party GM Evaluation process of 2014/15. **In Process**

16. **Action:** Sean to prepare a draft Finance reporting template that is clear, concise, can be easily compared month over month and that matches the template being used by the Commons' Finance manager. **In Process**
17. **Action:** Sean and Ron Little to meet and discuss project budget, finances and the format of their reporting templates. **Done**
18. **Action:** Paul to review Ron Little's existing contract and report to the board. **Done**
19. **Action:** Jon to request further breakdown of two line items in the Nelson Commons finance report. **Done**
20. **Action:** Jon to send finance info gathered at Coop workshop he attended last fall to the Finance Committee. Action passed to Paul. **Action:** Paul to share finance info gathered at Coop workshop he attended last fall with the Finance Committee.
21. **Action:** Paul to send the Coop metrics and CGIN access codes to board. **Done**
22. **Action:** Paul to remind Sean to complete new Finance reporting template for the Dec 7<sup>th</sup> Finance Committee meeting. **Done**
23. **Action:** Sean to provide a regular update of the board budget's status. **Done**
24. **Action:** Jon to send out the board budget update. **Done**
25. **Action:** Finance Committee to work with the board's other committees to develop the next board budget. **In Process**
26. **Action:** Paul to ask Marketing to update board picture on Coop website. **Done**
27. **Action:** MOC to work with Jamie and Cathy Ann to coordinate the Coop's Coldest Night of the Year team. **Done**
28. **Action:** Paul to look for an annual marketing strategy from past years. **Done** (None found).  
**Action:** Abra to look for Marketing Strategies from previous years in her archives.
29. **Action:** Policy committee to write a Board communications policy. **In Process**
30. **Action:** MOC to gather feedback from past directors who participated in Director Days. **Done**
31. **Action:** All Board Committees to populate the Board's Annual Calendar. **In Process**
32. **Action:** Nancy to email Andrew and Alex with new January meeting date. **Done**
33. **Action:** Liz to ask Jamie to write a piece on the Transformative workshop for the December newsletter. **Done**
34. **Action:** Nancy to correct Board Handbook. (The handbook is missing rules 15 through 22 as well as rules 46 and 47). **Done**
35. **Action:** Each committee to meet and determine committee chair and report at the next meeting. **In Process**
36. **Action:** Board Development and Policy committees merge into one new committee and decide on a new name. **In Process**
37. **Action:** Alex to invite the refugee-housing group to talk to Redevelopment project management regarding the restricted resale units. **No longer applicable**
38. **Action:** Russell to provide Redevelopment report one week in advance of regular monthly board meeting, please also include talking points (simple synopsis of info that is fair to share) in the report. **Ongoing**
39. **Action:** Sean to provide the Q2 report to board further in advance of board meeting. **Ongoing**
40. **Action:** All committees to draft up annual goals for the committee and, if possible, a tentative schedule of meetings. **In Process**

41. **Action:** Paul to ask Jamie to send the AGM review he was preparing for October 7th to all directors for their approval before releasing it. **No longer applicable**
42. **Action:** Jon to forward the member emails he received after the AGM to the rest of the board for their information and review. **In Process**
43. **Action:** MOC to review member correspondence. **Done**
44. **Action:** Directors to electronically provide further feedback on draft of “Executive Limitations Policy”. **In Process**
45. **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. **Postponed**
46. **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**
47. **Action:** BDC to review best practices for interviewing candidates. **In Process**
48. **Action:** Board to complete doodle poll for financial literacy workshop. **No longer applicable** (will seek further training from finance experts within the organization).

### **Development Report**

Russell presented his report. Two units were sold during the first two weeks of December. Discussion around MLS issue, a suggestion was made to list one of the units on MLS and then provide a link to the Commons website. Delays were caused when crane broke down but project is continuing on at a steady pace. Project is in good financial standing.

### **GM Report**

Paul presented his report. Sales are up 9% (4 % due to inflation). Deli is up 10% (largest increase in store thanks to new commissary kitchen in warehouse). New copier is paying for itself, a new truck purchased and ready as of today. Pallet stacker is to be the next capital purchase. **Action:** Paul to double check about last year’s labour cost to see how they differ over this year. Wellness department continues to be in good shape. True Local supplier event went very well with many Co-op suppliers and prospective suppliers in attendance; A report on the event was prepared by the True Local Coordinator. **Action:** Alex and Stephan to provide Sarah with their SIN number.

### **Collaborative Management Committee**

Abra presented her report. Highlights included that Sarah has joined the committee. Sarah will work with Cathy-Ann as the Employee Director to provide more frequent info bulletins for the staff on the board’s activities. Cash flow needs of two entities (Commons and Co-op) being evaluated and discussed.

### **Finance Committee**

Alex presented the FC report. As always, management will continue to be extremely vigilant with spending during this transition period. A need for more frequent labour reporting within the organization was identified. **Action:** Sean to provide monthly financial reports to Finance Committee.

### **MOC Report**

Liz presented the MOC report. MOC is recommending that a board member write a letter for March Newsletter regarding GM Recruitment. End of February is the deadline for March newsletter. **Action:** All board members to consider participating in the Coldest Night of the Year event.

### **HR Committee**

Jon presented the HR Committee report. Committee has been working to develop new Terms of Reference for this committee. There were suggestions for further development of the terms regarding communication between staff and board around HR issues. Discussion on the existence of a policy around salaried staff. Recommendation was made to look to Paul to guide the board around the broader issues of recruitment and retention of salaried staff. **Action:** HR committee to further develop Terms of Reference to include guidelines for communication between staff and board on HR matters and consider including a broader direction on the Co-op's HR values. **Action:** Paul to do an analysis of how the competition is handling HR salary increase issues. **Action:** Jon to post 2014 HR report on the drive and send out a link to the new board members. Although the board usually approves a committee chair at board meetings but following some discussion, there was agreement that in the future the board shall approve a chair proposed by the committee itself.

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

Abra presented the report. There was discussion on the earlier proposal for the two committees to become one committee. **Action:** Board Development Committee and Policy Committee members meet again to look at the workload of the BDC and decide if it is necessary to split into two committees. Election process policy review (and Zoe's work on that) is still outstanding and needs to be addressed. **Action:** Policy committee to take another look at the board budget and assess whether to contract someone to update the election process policy. **Action:** Abra to include Britney Mace in the doodle poll for the next meeting of the Policy/BDC committees. **Action:** Policy Committee will develop a policy review timeline. **Action:** Policy committee chair to notify the GM of upcoming policy meetings (also send GM an agenda).

### **Board Calendar**

Jon updated board on changes to the calendar and explained that it is a work in progress and that he will continue to update as necessary as should other committee chairs. **Action:** Board to decide when to have the AGM. **Action:** Every committee to regularly review board calendar.

### **Upcoming Dates**

**Next Board Meetings:** Feb 8 2016 and March 7 2016

**March Newsletter Due Date:** End of February

Meeting Adjourned 8:02 pm