

Kootenay Country Store Cooperative

Regular Board Meeting Minutes January 11, 2016

Present: Jon, Abra, Liz, Alex, Cathy-Ann, Stephan and Andrew (via telephone)

Staff Present: Paul, Russell and Sean (Sean left meeting at 7:05 pm)

Recorder: Nancy

Guest: Britney Mace

Next Meetings: February 8, 2016 and March 7, 2016

Adoption of Agenda: M/Abra S/Liz (with addition of Cathy-Ann's report on Director Luncheons)

Approval of previous meeting minutes: M/Abra S/Alex (also re-adopted amended November 16 Regular Board Meeting minutes)

Business Arising			
	Who	Does What	By When (assumptions)
1	Russell	Develop specific objectives for upcoming tour of Cooperative/Regular Grocery Stores in Spokane and Seattle and present them to the board (looking for solutions and best practices)	February 8, 2016
2	Russell and Paul	Prepare Commons wall chart in a more user-friendly format	February 8, 2016
3	Collaborative Management Committee	Review the contract for Commons' future construction management contract	February 8, 2016
4	Stephan	Connect with Russell about construction manager contract	February 8, 2016
5	Russell	Send Jamie the Commons newsletter for the MOC blog	February 8, 2016
6	Paul and Jamie	Work on communications strategy	February 8, 2016
7	Member Outreach Committee	Review Paul & Jamie's communications strategy	February 8, 2016
8	Abra	Write 400-word article about board director recruitment article and GM recruitment	February 1, 2016
9	All Directors	Review draft MOC TOR and send feedback to MOC via Liz	February 8, 2016
10	All Board Members	Forward ideas of original Coop members to Cathy-Ann	February 8, 2016
11	Russell	Invite Board to any future Commons events	February 8, 2016
12	Jon	HR Committee to consult with Sarah about the development of a Disclosure of Wrong Doing Policy	February 8, 2016

Kootenay Country Store Cooperative

13	Cathy-Ann	Send Jon a draft of staff updates before finalizing them and posting them for staff	February 8, 2016
14	Cathy-Ann	Send a doodle poll to the directors to confirm when they are available to attend a Director/Staff luncheon in the meeting room	February 8, 2016
15	Board Development Committee	Alter the deadline for Director Applications	February 8, 2016
16	Paul	Decide which day to hold the 2016 AGM: November 23 rd or the 30 th	February 8, 2016
17	Abra	Send current board handbook to Britney Mace	February 8, 2016

Previous Action Requests			
	Who	Does What	By When (assumptions)
1	Paul	To double check about last year's labour costs to see how they differ over current costs	February 8, 2016
2	All Board members	To consider participating in in the Coldest Night of the Year on February 20 th and invite Coop Staff to join	February 8, 2016
3	Board Development and Policy Committee	Meet to assess the workload of the BDC and decide if it is necessary to split into two committees	February 8, 2016
4	Board Development Committee	Review board budget to determine if possible to contract someone to update the election process	February 8, 2016
5	Board Development and Policy Committee	Develop a Policy Review Timeline	February 8, 2016
6	Abra	Include Britney Mace in doodle poll for the next BDC/Policy Meeting	February 8, 2016
7	Board Devt & Policy Committee Chair	Notify the GM and all committee members of upcoming Meetings (and send agenda of meeting)	February 8, 2016
8	HR Committee	Generate a report on the third party GM Evaluation process of 2015	February 8, 2016

Kootenay Country Store Cooperative

9	Finance Committee	Work with the board's other committees to develop the next board budget	February 8, 2016
10	Abra	Look for Marketing Strategies from previous years in her archives	February 8, 2016
11	Brd Devt & Policy Committee	Write a Board Communication Policy	February 8, 2016
12	Brd Devt & Policy Committee	Meet and determine Committee Chair	February 8, 2016
13	All Committees	Draft annual goals for the Committee and, if possible, a tentative schedule for the meetings	February 8, 2016
14	Board Development & Policy Committee	Review best practices for interviewing candidates	February 8, 2016

Development Report

Russell presented the Development report. There continues to be interest in the purchase of the Residential and Commercial units. The indoor space is shaping up nicely. Financing is smooth. No indication when the new VQA licenses are going to be released. DHC communication plans to be reviewed by Co-op and the Commons management teams at a meeting next Wednesday. **Action:** Russell to develop specific objectives for upcoming tour of stores in Spokane and Seattle and present them to the board (looking for solutions and best practices). **Action:** Russell and Paul to prepare Commons wall chart in a more user-friendly format. **Action:** CMC to review the contract for construction management contract for store. **Action:** Stephan to connect with Russell about construction management contract.

GM Report

Paul presented the GM report. Overall December sales were very good. Labour costs were high for this period. Deli is still showing growth. Grocery staffing improving but still needs work. Produce showing a turn-around. Wellness is still showing fantastic growth. Front end showing better traffic control due to express lane being set up. Warehouse is improving all the time. Lorna Vanderhaeghe (first come first serve) event is to take place in Mary Hall on June 1, 2016.

Second Quarter Financials

Sean presented his report and walked the board through some of the highlighted items. Vancity advanced \$90K to the Commons during the quarter as contribution toward the restricted resale units. Total revenues are slightly below budget with the margin percentage running slightly below target (but better than last year). The most significant increases have been in payroll and physical store expenses. Marketing and Outreach expenses reflect the one-time \$120,000 donation from the Kootenay Co-op to the Nelson Commons to activate Vancity matching funds for the restricted resale units. Comments on the format of the report were offered as well as a suggestion to develop ratios, to colour code/highlight totals to draw the Board's attention to them.

Sean left the meeting following the presentation of his report. (7:05 pm)

Acting GM Job Description

Jon presented the current version of the Acting GM Job Description for approval. **Motion:** To adopt the current Acting GM Job Description.

M/Andrew S/Abra

Kootenay Country Store Cooperative

CMC Meeting Update

Paul presented an update from the last CMC meetings. All board members were invited to read the CMC meeting minutes posted on the Drive. There was discussion around the senior managers' compensation review. CMC has tasked Jamie with developing a communications strategy.

Finance Committee

Alex presented the Finance report. Committee will be meeting every couple of weeks. Russell, Paul and Sean have all presented to the FC to address the committee's questions about the Commons project. FC is satisfied that the Commons is in good financial standing. FC has also tested assumptions around cash flow with Sean. FC has noted that the cost of GM search is not included in the Board of Directors expenses. There is a chance Board will overspend on board budget with GM search.

Member Outreach Committee

Liz presented the MOC report. Effectiveness of board blogs discussed. MOC wants to experiment with doing a blog that is more casual and updated more regularly. **Action:** Russell to send Jamie the Commons newsletter for the MOC blog. There was Discussion around the possibility of each Committee sending a 3 sentence summary that they would like to share with the membership. **Action:** Paul and Jamie to work on Co-op communications strategy. **Action:** MOC to review Paul & Jamie's communications strategy. **Action:** Abra to write 400-word article about board director recruitment article and GM recruitment for February 1, 2016. **Action:** Directors to review draft MOC TOR and send feedback to MOC via Liz. **Action:** All board members to forward ideas of original Coop members to Cathy-Ann. **Action:** Russell to invite Board to any Commons events.

HR Committee

Jon confirmed final job description for Board Admin Assistant. HR Committee Terms of Reference minor edits were made and have been uploaded to the Drive. A need for a store-wide Disclosure of Wrong-Doing policy was identified. Sarah has provided store policies for the Committee's reference which have been uploaded to the Drive. **Action:** HR Committee to consult with Sarah about the development of a Disclosure of Wrong Doing Policy. **Motion:** All in favour of approving the Human Resource Committee's Terms of Reference. M/Jon S/Cathy-Ann

Board Development/Policy Committee

Committee will meet at the end of January and will launch board recruitment at that time.

Director/Staff Luncheon

Action: Cathy-Ann to send Jon a draft of her updates to the staff for advice and proofing. **Action:** Cathy-Ann to send a doodle poll to the directors to confirm when they are available to attend a Director/Staff luncheon in the meeting room.

Board Annual Calendar

According to the Board Annual Calendar the following items are either due or overdue: Board Self-Evaluation; Identify potential candidates for Board **Action:** Board Development Committee to alter the deadline for Director Applications; Board and Staff winter activity (Coldest Night of the Year); 2014 HR Report is now on the drive. There was discussion around when to do the next AGM. **Action:** Paul to decide which day to hold the 2016 AGM: November 23rd or the 30th

Comments by guest were made and a discussion regarding board policy and strategy followed. **Action:** Abra to send current board handbook to Britney Mace.

Upcoming Events

Coldest Night of the Year: February 20, 2016

Lorna Vanderhaeghe (first come first serve) event is to take place in Mary Hall on June 1, 2016

Meeting Adjourned: 8:19 pm