

**Kootenay Country Store Cooperative
Board of Directors Meeting
June 23, 2015 6:30 PM**

Present: Jon, Susan, Paula, Zoe, Andrew, Cathy-Ann and Liz

Staff Present: Russell and Paul

Guests: Mike Chapman, Abra Brynne, Pita Adams and Francyne Laliberté

Recorder: Nancy

Called to order: 6:30 pm

Round of Introductions

Motion to adopt the agenda (as amended to include Policy Committee report)

M/ Zoe S/ Andrew

Motion to adopt the minutes of May 26th (as amended to include M/Cathy-Ann S/Paula from the following: **Motion:** The board strike a Change Management Sub-Committee with both managers and board members to focus on the organizational structure of the store. Andrew will chair the Committee and Susan and Paul will be appointed to the Committee with other managers to be determined.)

M/Susan S/ Andrew

Business Arising

1. **Action:** Any current board members planning to re-run in upcoming election please fill out and return their application.
2. **Action:** Board to provide feedback on Change Management Committee's proposal for Ad-hoc Executive Committee.
3. **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 July.
4. **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.
5. **Action:** Paul and Jon to discuss Mir Centre for Peace Transformative Visioning proposal and decide how to proceed.

Review of Action Requests

1. **Action:** GM to follow up with Managers on the strategic planning and set aside enough time for a full strategic planning session between June 15th and 21st. **Done**
2. **Action:** Jocelyn and Paula will work to identify new blog topics that board members may sign up to write. **Done**
3. **Action:** Finance Committee to review the patronage refund. **Done**

4. **Action:** GM to investigate board development communications out to the membership. **Done**
5. **Action:** GM to check about Employee Director board representation at CCMA June 11-13. **Done**
6. **Action:** GM will wait until the two board vacancies have been filled before updating change of director notices. **Done**
7. **Action:** MOC to further discuss a noon store-planning meeting. **Done**
8. **Action:** GM to take a poll with managers to find out a good time for noon store-planning meeting. **Done**
9. **Action:** BDC to review best practices for interviewing candidates. **In Process**
10. **Action:** BDC to develop a document that clearly summarizes the process potential board candidates will go through prior to election (summary to include a timeline). **Done**
11. **Action:** Board to complete doodle poll for financial literacy workshop. **Postponed**

Redevelopment Report

Russell presented the Redevelopment Report. The Nelson Commons showroom will be moved to a trailer on the building site. All-day Board/Management meeting last week was valuable time well spent. Current timeline will have a roof over the project with the space enclosed for November. Two thirds to three quarters of the staff working on this project have been sourced locally.

CCMA (Consumer Co-operative Management Association) Conference Report – Boise, Idaho (June 11-13)

Jon's Report: A large percentage of attendees at the conference were board directors (rest were General Manager's, senior managers and volunteers). 400 people attended representing 75 Co-op's – we were the only Canadian attendees. Highlight was when the Kootenay Co-op was recognized for its 40th birthday. Experience at the conference was suggestive that the evolution of our Co-op's governance framework, rules and policies seems to have been slow in comparison to other Co-ops. Jon felt he received more training and information about Co-ops in three days at this conference than he has in nine years as a Director. Strongly recommends that the Board make it the norm for new Directors to attend this conference.

Paul's Report: Learned much about operations from a Co-op perspective (declining sales and more notable competitors) and that our Co-op is a shining example of relatively good starting wages. Attended workshops on staff management through change and operations challenges. Useful to have connected with other Co-ops who have just faced these challenges. Also came away with a lot of market research. Meeting with all managers one by one to give them a "Cole's notes" version of what applies to them directly.

GM Report

Paul presented GM report. Inventory completed and found that we are at industry standard compared with volume and sales. Sales are continuing to increase. Because of expanded warehouse we are able to offer better prices while keeping our margins consistent (which will enable Co-op to continue to improve wages and prepare for redevelopment). Based on member-owner and customer response, it may not make sense to continue with the Wellness Week in the spring.

Working with other managers to consolidate a gaps analysis for the upcoming move – currently a living document with a timeline to complete by the end of next month. Also working on systematizing inventory and ordering for efficiency and to minimize errors. 93 of 95 staff attended the biannual staff meeting. Tier one staff wage increase was announced at that meeting (and was well received).

Member Outreach Committee

Paula presented MOC report. Four directors will be doing a director day in celebration of 40th Anniversary info. Worked with Jocelyn to develop blog articles. Liz, Zoe and Jon to write the next three blog articles.

Board Development Committee

Zoe presented BDC report. Currently following up with potential board candidates. So far BDC is confident that there will be good candidates for the board. **Action:** Any current board members planning to re-run in upcoming election please fill out and return their application.

Change Management Committee

Andrew presented the CMC report. Committee has met twice and is primarily working on a proposal to create an Ad hoc Executive Committee to carry the management coordination of the Co-op and Nelson Commons. Key items proposed are the composition and responsibilities of the Committee. There was discussion around developing the Committee's mandate.

Motion: That the Board forms an Ad hoc Executive Committee, which will assist with the coordination of the Co-op's new structure (with the Ad-hoc Executive Committee's Terms of Reference to be finalized by the committee itself). M/Andrew S/Zoe (all in favour). **Action:** Board to provide feedback on Ad hoc Executive Committee's proposal.

Finance Committee

Jon presented the FC report. This year the 2015/16 board budget has been raised from \$25 000 to \$45,000 to cover ongoing attendance at CCMA, increased training, strategic planning and an expanded role for the Board Secretary. FC has engaged in some revision of roles and policies, but a thorough conversation around that will be had on July 15th. There are amazing tools available online for the board to create a template of how they want the financial reporting to

be received via the Financial Manager. FC also recommending that the board review how they oversee the annual audit and try to create a distinct separation between the board and management and the Board's process for engaging auditor. FC committee is recommending that a treasurer be appointed before the AGM. Note: Rule 29 from the board manual ascertains that a treasurer and a secretary can be chosen from outside of the board of directors.

Policy Committee

Motion: That it should be re-stated within the terms of reference that the Policy Committee might also include non-board members. **M/Susan S/Andrew**

Susan presented the PC report. The PC met to discuss the GM job description as well as an emergency succession policy for the interim GM. October 31st is the target date for the Policy Manual to be completed for board approval. PC has determined that it is no longer necessary for GM to attend every PC meeting.

Employee Director Report

Cathy-Ann presented the EDR. Co-op staff seem settled; Backyard staff BBQ boosted morale.

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 July. **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 MOC for collaboration and feedback.

Jon discussed Selkirk College's Mir Centre for Peace proposal to offer Transformative Vision workshop to Board. Board decided that it would be useful to have the two students leading the workshop to make a presentation to the board. Paul suggested the workshop might also be appropriate for management. **Action:** Paul and Jon to discuss Mir Centre for Peace presentation and decide how to proceed.

Member/Guest Question and Answer

Member-Owners and Board engaged in a brief conversation.

Next Meeting: July 28th

Upcoming Events:

June 26th: Coop's 40th Birthday Event!

July 26th (between 4 & 8 pm): Annual summer staff family event: shelter at Lakeside Park

Early September: Meet the Candidates Forum

September 23rd: Annual General Meeting

Meeting Adjourned: 8:55 pm