

Kootenay Country Store Cooperative
Regular Board Meeting Minutes

March 7, 2016 6 PM

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

Staff Present: Paul and Russell

Recorder: Nancy

Next Meetings: April 11 and May 9, 5:30 pm

Adoption of March 7 Agenda: M/Alex S/Abra

Approval of February 8 Meeting Minutes: M/Abra S/Alex

Approval of February 8 Agenda: M/Abra S/Alex

Approval of January 11 Meeting Minutes: M/Alex S/Liz

Business Arising				
	Who	Does What	By When (assumptions)	Complete (Yes/No)
1	Paul	Send Jon his thoughts on what should be discussed during the April 6 Board Governance Review	April 1	
2	Jon	Review minutes for comments on what should be discussed during the April 6 Board Governance Review and send out an agenda	April 3	
3	Russell	Invite board for store tours	April 11	
4	Russell	Request a weekly report on the project's timeline and present the following motion on behalf of the board	April 11	
5	Paul	Ask Sarah if she can provide an annual HR report that includes: reporting on wages, work-safe, a review of the board's responsibility (to ensure that the mission is being upheld), staff education/development and the board's strategic plan	April 11	
6	Paul	Ask Jamie about the broader request of how to integrate communications between the board, the store and the redevelopment project	April 11	
7	Jamie	Highlight that the GM Search posting on the Coop website is now closed	April 11	

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8	Cathy-Ann	Ensure that the board candidate package has been updated and is ready to go	April 11	
9	Abra	Send out a reminder of the March 17 Board Development/Policy Committee meeting to the rest of the committee members	April 11	
Ongoing/In Process				
	Who	Does What	By When (assumptions)	Complete (Yes/No)
1	Jon	Add discussion of MOC TOR to April 11, 2016 meeting agenda	April 5	
2	All Directors	Send suggestions for prime retail space to Russell	April 11	
3	Member Outreach Committee	Review Paul & Jamie's communications strategy and plan how to communicate it to the membership	April 11	
4	HR Committee	Consult with Sarah about the development of a Disclosure of Wrongdoing Policy	April 11	
5	Cathy-Ann	Send Jon a draft of staff updates before finalizing them	April 11	
6	Board Development Committee	Review board budget to determine if necessary to contract someone to update the election process policy	April 11	
7	HR Committee	Generate a report on the 3 rd party GM Evaluation process of 2015	April 11	
8	Board Development	Review best practices for interviewing candidates	April 11	

Business Arising

Discussion around inviting the board, managers and staff for tours of the new store as the work progresses.

Development Report

Russell presented the Development report. Momentum is building around the sale of both commercial and residential suites. Show suite will be ready by the first week of April. There was discussion around the timeline delay and what ITC is doing to make up for lost time. A suggestion was made for a weekly tracking of the timeline.

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Action: Russell to request a weekly report on the project's timeline and present the following motion on behalf of the board.

Motion: The board has expressed its concern regarding a two-week delay for the store space that was reported on March 7, 2016 and would like a written report on how ITC is going to rectify the situation in order to ensure that later deadlines will be met.

M/Alex S/Abra

Store Tour Update

Russell and Paul presented an update of the information-gathering tours they have recently taken of other stores. Paul presented a slideshow and discussed some of what they learned on the tour. Both were inspired by the tour and came back with several fresh ideas on how to plan for the new store.

GM Report

All present were given the opportunity to ask Paul any questions about his GM report. Paul updated the board on the status of backing up store and Nelson Commons data. Management is continuing to exercise caution with regards to cash flow and so will wait for Finance Manager's approval before purchasing a replacement pallet stacker.

Annual HR Report

Jon updated the board on his conversation with HR manager about the annual HR report to the board. Discussion and agreement that the format and content of the existing HR report is appropriate for the Board to carry out its responsibilities and to ensure that the Co-op is aligned with its Mission Statement and strategic objectives. It was also agreed that wages need to be discussed further. **Action:** Paul to ask Sarah if she can provide an annual HR report that includes: reporting on wages, work-safe, a review of the board's responsibility (to ensure that the mission is being upheld), staff education/development and the board's strategic plan

Communications Plan

Paul updated the board on how the Communications plan has been developing. Paul was offered board feedback on some of the information and wording in the draft Communications piece. Paul to forward suggested updates to Marketing and send it back to the board. **Action:** Paul to ask Jamie about the broader request of how to integrate communications between the board, the store and the redevelopment project.

General Manager Search Committee

Alex presented the GM Search Committee report. Committee is still on timeline and a short list of two or three candidates will be presented to the board by the end of April. Committee is currently screening candidates and preparing interview questions. End of March or Mid-April interviews will be conducted. Endeavours have been made to contact all of the applicants. **Action:** Jamie to highlight that the GM Search posting on the Co-op website is now closed.

Collaborative Management Committee Report

Jon presented a brief CMC report. Jamie has also joined the Committee. The Committee has reviewed itself and is feeling confident that it is functioning well and the communication between board, operations and Nelson Commons is effective and flowing well.

Finance Committee

Alex presented the Finance Committee report. Committee continues its detailed analysis of new store projections and currently reviewing the furnishing and move costs. Analysis is 80% complete. Sean to develop a monthly report on new store construction expenditures against budget. All spending will be in alignment with the new

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Spending Policy. An official report around accruing vacation pay is being developed and will be analyzed. Policy issues around vacation pay need to be developed at the board level.

Member Outreach Committee

Liz presented the MOC report. The member spotlight will be coming out in the March newsletter. Coldest Night Co-op team was fun but many lessons were learned on how the Co-op could participate more effectively. Waiting to hear more results from the member survey on how best to communicate with membership. A copy of the MOC Terms of Reference with tracked edits is available on the Drive for any Director who would like to review it. Jon met with a couple of member-owners and a lot of good information was exchanged. Of particular interest was the misunderstanding that the Co-op will manage the entire Nelson Commons building upon completion of the development phase.

Board Development/Policy Committee

Abra presented the report. Committee has developed an action plan that prioritizes the committee's policy work. **Action:** Cathy-Ann to ensure that the board candidate package has been updated and is ready to go. Andrew updated and circulated a Communications Policy. Andrew has agreed to step in as the Chair of the Committee and Abra is going to leave the committee. Timeline for nominations to the board is being watched. **Action:** Abra will send out a reminder of the March 17 BD/PC meeting to the rest of the committee members.

Board-Staff Luncheon

Jon spoke to how the staff-board luncheon went. Felt that staff were keen to increase engagement and communication between staff and the board. Staff seem to really want to have a stronger voice in the store. There was further discussion around how to engage staff so their work is meaningful.

April 6 Board Governance Review

There was a discussion and suggestions on what the board would like to achieve during the April 6 meeting. Some ideas were: A brief review of the Micro and the Macro. What can we stop doing as a board? Going from function to form. Let's refocus on the things where we really do add value. What is it we absolutely have to do and what is an organization structure or an arrangement that will help us do that? The amount of work the board is undertaking is not sustainable. How do we as a board today ensure a strong board into the future? What do we want the function of this board to be? What should our priorities be? How can we focus on the priorities? What can we get rid of so we can focus on those priorities? A bit of a review of what has and has not been a good return on the time invested. **Action:** Jon review minutes for comments on what should be discussed during the Board Governance Review and send out an agenda. **Action:** Paul to send Jon his thoughts on what should be discussed during the Board Governance Review

Russell left the meeting 8:40 pm

Board Annual Calendar Check-in

Third Quarter finance report next on calendar.

Upcoming Dates

Next Meetings: April 11, 2016, 5:30pm

Meeting Adjourned: 8:50