

**Kootenay Country Store Cooperative  
Board of Directors Meeting  
November 16 2015 6:00 PM**

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

**Staff Present:** Russell and Paul

**Recorder:** Nancy

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

**Motion to adopt the agenda**

**M/Cathy Ann S/Liz**

**Motion to adopt the minutes of October 2015** (with the following corrections: delete redundant Actions 8 & 14)

**M/Abra S/Cathy Ann**

**Business Arising**

1. **Action:** Paul to digitally circulate the Marketing department's October AGM review to the board.
2. **Action:** Abra to circulate current draft of "Executive Limitations Policy" to the rest of the board.
3. **Action:** Russell to send out a preliminary Redevelopment budget to the board.
4. **Action:** Russell to provide a legend in the next spreadsheet that indicates what the report's colour coding means.
5. **Action:** Russell to highlight any items that are expected to exceed the Commons' budget.
6. **Action:** Liz and Cathy-Ann to sign operating loan of \$200 000 documents at the Nelson and District Credit Union
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?)
8. **Action:** Paul to ensure that Jon's request to see cash flow forecast to Oct 2017 is available in the Commons budget report.
9. **Action:** Paul to send updated operating budget (that includes a breakdown of warehouse costs) to the board.
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).
11. **Action:** Chair of Finance Committee to invite Russell to the next meeting.
12. **Action:** HR Committee to review the Draft Terms of Reference (#3) and make recommendations to the board.
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.
14. **Action:** HR committee to ask Sarah Bedo to review the updated draft of the TOR and then bring to the board for approval.
15. **Action:** GM Evaluation Committee to generate a report on the third-party GM Evaluation process of 2014/15.
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.

17. **Action:** Sean and Ron Little to meet and discuss project budget, finances and the format of their reporting templates.
18. **Action:** Paul to review Ron Little's existing contract and report to the board.
19. **Action:** Jon to request further breakdown of two line items in the Nelson Commons finance report.
20. **Action:** Jon to send finance info gathered at Co-op workshop he attended last fall to the Finance Committee.
21. **Action:** Paul to send the Co-op metrics and CGIN access codes to board.
22. **Action:** Paul to remind Sean to complete new Finance reporting template for the Dec 7<sup>th</sup> Finance Committee meeting.
23. **Action:** Sean to provide a regular update of where the board budget is at.
24. **Action:** Jon to send out the board budget update.
25. **Action:** Finance Committee to work with the board's other committees to develop the next board budget.
26. **Action:** Paul to ask Marketing to update board picture on Co-op website.
27. **Action:** MOC to work with Jamie and Cathy-Ann to coordinate Coldest Night of the Year board team.
28. **Action:** Paul to look for an annual marketing strategy from past years.
29. **Action:** Policy committee to write a Board communications policy.
30. **Action:** MOC to gather feedback from past directors who participated in Director Days.
31. **Action:** All Board Committees to populate the Board's Annual Calendar.
32. **Action:** Nancy to email Andrew and Alex with new January meeting date.
33. **Action:** Liz to ask Jamie to write a piece on the Transformative workshop for the December newsletter.

### Review of Action Requests

1. **Action:** Paul to find out what date Liz's family member began working at the Coop. **Done** (Liz's candidacy for the board position was declared prior to her family member becoming a member of staff on September 2, 2015).
2. **Action:** Nancy to correct Board Handbook. (The handbook is missing rules 15 through 22 as well as rules 46 and 47). **In Process**
3. **Action:** Each committee to meet and determine committee chair and report at the next meeting. **In Process**
4. **Action:** Board Development and Policy committees merge into one new committee and decide on a new name. **In Process**
5. **Action:** Strategic Planning Committee to merge into the Collaborative Management Committee. **Done** (Abra is new Chair)
6. **Action:** GM evaluation committee to consider evolving into an HR committee. **Done**
7. **Action:** Russell to meet with the new directors to go over details of the Redevelopment. **Done**
8. **Action:** Paul to set up a doodle poll for Redevelopment Committee to meet with new directors. **Done**
9. **Action:** Alex to invite the refugee housing group to talk to Redevelopment project management regarding the restricted resale units. **In Process**

- 10. Action:** CMC to discuss adding a conversation about what the Co-op wants to be in the community to the visioning session. **Done**
- 11. 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**
- 12. Action:** Sean to provide the Q2 report to board further in advance of board meeting. **Ongoing**
- 13. Action:** Finance Committee to meet with Sean to discuss key indicators and discuss a new format of financial reports. **Done**
- 14. Action:** Sean to confirm that director liability insurance covers the Coop's numbered company. **Done** (Yes it is covered)
- 15. Action:** Russell to wait until director liability insurance has been confirmed before sending documents regarding the Redevelopment project. **Done**
- 16. Action:** All committees to draft up annual goals for the committee and, if possible, a tentative schedule of meetings. **In Process**
- 17. 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. (see new Action Request #1)
- 18. 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**
- 19. Action:** MOC to review member correspondence. **In Process**
- 20. Action:** Paul to do a doodle poll for next upcoming 3 meetings. **Done** (January meeting date has been changed to January 11<sup>th</sup> 2016)
- 21. Action:** Paul to do a doodle poll for Finance Committee. **Done**
- 22. Action:** Directors to electronically provide further feedback on draft of "Executive Limitations Policy". **In Process**
- 23. 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**
- 24. 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**
- 25. Action:** BDC to review best practices for interviewing candidates. **In Process**
- 26. Action:** Board to complete doodle poll for financial literacy workshop. **Postponed**

### **Development Report**

Russell presented his report. Highlights included a report on financials. **Action:** Russell to send out a preliminary Redevelopment budget to the rest of the board. **Action:** Russell to provide a legend in the next spread sheet that indicates what the report's colour coding means. **Action:** Russell to highlight any items that are expected to exceed the Commons' budget. **Action:** Liz and Cathy-Ann to sign operating loan of \$200 000 documents at the Nelson and District Credit Union. **Action:** Abra to research possible release of new VQA licenses (What will the conditions of them be? What is the application process?)

## **GM Report**

Paul presented his report. Margins are over 33% **Action:** Paul to ensure that Jon's request to see cash flow forecast to Oct 2017 is available in the Commons budget report. A refrigerated truck has been purchased and a copier will be leased. HR updates were also provided. **Action:** Paul to send updated operating budget (that includes a breakdown of warehouse costs) to the board. IT audit is complete. The annual meeting for Producers and Growers is to take place on November 18 between 10am to 4pm at the Rod and Gun Club. Marketing department is reviewing Co-op community donations to ensure that they are in aid or support of projects or organizations that align with Co-op mission. Marketing surveys to the membership should be going out next month. The Board's visioning process was discussed and reviewed – overall thought to have been a great exercise and a wonderful success.

## **Collaborative Management Committee**

Abra presented her report. Abra has moved into the Chair role. **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). **Action:** Chair of Finance Committee to invite Russell to the next meeting. The Co-op's HR Manager to begin attending the CMC meetings.

## **GM evaluation committee**

Jon presented the GM Evaluation Committee report. He provided an update on how the Committee's Terms of Reference are being decided upon and written up. **Action:** HR Committee to review the Draft Terms of Reference (#3) and make recommendations to the board. **Action:** HR Committee to include in the TOR that financial approval should be sought from the board before seeking any kind of legal advice with regards to HR matters. **Action:** HR committee to ask Sarah Bedo to review the updated draft of the TOR and then bring to the board for approval. The possibility of implementing a quarterly review of Board Finances as well as a forecasting the board's annual spending was also discussed. **Action:** GM Evaluation Committee to generate a report on the 3<sup>rd</sup> party GM Evaluation process of 2014/15.

## **Finance Committee**

Stephan presented the Finance Committee report. **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. **Action:** Sean and Ron Little to meet and discuss project budget, finances and the format of their reporting templates. **Action:** Paul to review Ron Little's existing contract. **Action:** Jon to request further breakdown of two line items in the Nelson Commons finance report. **Action:** Jon to send finance info gathered at Co-op workshop he attended last fall to the Finance Committee. **Action:** Paul to send the Co-op metrics and CGIN access codes to board. **Action:** Paul to remind Sean to complete new Finance reporting template for the Dec 7<sup>th</sup> Finance meeting. **Action:** Sean to provide a regular update of where the board budget is at. **Action:** Jon to send out the board budget update. **Action:** Finance Committee to work with the board's other committees to develop the next board budget.

## **Member Outreach Committee**

Liz presented the MOC report. Highlights included a discussion on how the board communicates with the membership. A need for a format that is more current and less polished seeming was identified. The

\$300 shop benefit discussion has been tabled. **Action:** Paul to ask Marketing to update board picture on Coop website. A team from the board will be raising funds and awareness for the Coldest Night of the Year on February 20<sup>th</sup>. **Action:** MOC to work with Jamie and Cathy Ann to coordinate Coldest Night of the Year board team. **Action:** Paul to look for an annual marketing strategy from past years. **Action:** Policy committee to write a Board communications policy. **Action:** MOC to gather feedback from past directors who participated in Director Days. The idea that members could volunteer for board tasks and be given benefits for their work was discussed.

**Action:** All Board Committees to populate the Board's Annual Calendar.

### **Upcoming Dates/Events**

**Next Meeting:** Dec 14, 2015 5:30 pm and January 11<sup>th</sup>, 2016, 5:30 pm

**Action:** Nancy to email Andrew and Alex with new January meeting date.

**Newsletter:** **Action:** Liz to ask Jamie to write a piece on the Transformative workshop for the December newsletter.

Meeting Adjourned: 8:20 pm