

Kootenay Country Store Cooperative

Regular Board Meeting Minutes

October 24, 2016, 6 PM

Present: Abra Brynne, Stephan Martineau, Andrew Jarrett, Alex Berland, Cathy-Ann Glockner, Maureen Kelsey, John Kingsmill

Staff Present: Allan Broom, Sean Silverson

Recorder: Jordan Martin

Next Regular Board Meeting: November 21, 2016

Adoption of October Agenda: M/ Abra S/John

Approval of September 12 Minutes: M/Abra S/Cathy-Ann

The meeting began with a round of Introductions.

Business Arising

	Who	Does What	By When (assumptions)	Complete (Yes/No)
1	Alex	Alex to send a list to Jordan for verification of names.	November 21	
2	Allan, Sean	Finalize working Budget	November 21	
3	Andrew	Andrew to do a doodle poll for the next Governance committee meeting	November 21	
4	All	Each committee to determine the committee chair before November Board mtg.	November 21	
5	Cathy-Ann	Cathy -Ann to discuss update of new directors on the website with marketing dept.	October 25	
Ongoing/In Process				
	Who	Does What	By When (assumptions)	Complete (Yes/No)
1	Allan	Update and present Cash Flow Analysis report.	November 21	

Business Arising

None

Board Roles and Responsibilities

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Signing of director agreements

Abra presented and reviewed the Director Agreement, Code of Conduct and Confidentiality Agreement. Each Director signed the Agreement. Directors each declared any affiliation that could result in the future in a perceived or actual conflict of interest.

Abra Brynne: works with the Central Kootenay Food Policy Council; on the Board of Kootenay Organic Growers.

Maureen Kelsey: on the Board of Nelson Committee on Homelessness

Election of Officers

There was a round table for everyone to give a description about their past experiences for the benefit of the new Directors. Duties of the Executive of the Board were elaborated. Ballots were distributed, completed and collected by Allan, who tallied them. The results of the vote for the Board Executive are as follows:

- President: Abra Brynne
- Vice President: Andrew Jarrett
- Treasurer: Alex Berland

Signing authority update

It is no longer necessary for a Board member to have signing authority, given the number of staff with such authority.

Committee Review

Abra reviewed the list of active, ongoing and ad hoc committees

Finance committee: Alex Berland and Stefan Martineau

Executive Committee (old CMC): Abra Brynne, Alex Berland and a floating third Director to be engaged as needed and as per their respective expertise.

HR Committee: Maureen Kelsey and Abra Brynne

Governance Committee: Andrew Jarrett, Cathy- Ann Glockner, John Kingsmill.

Allan Broom, as the GM, will sit on all committees.

NCLP structure Review

Sean presented the org chart for the structure review. **Motion:** a resolution of the board to instruct counsel to replace the existing directors in the numbered company 0982856BC Limited, Nelson Commons (GP) Developments LTD, Nelson Commons Holdings Limited Company and to replace them with Allan Broom and Sean Silversen **M/ Stefan S/Cathy-Ann**. Alex recommended that new Directors be added to our director liability insurance plan.

GM Report

Allan indicated that the financial results of last month were strong and sales continue to grow. They are currently in the process of looking for a new grocery manager, Allan mentioned that going into the new store being that it is a big change, they would like someone new, with experience, to bring something to

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the table.

The Baker street lease continues to have a lot of interest but nothing concrete so far, he mentioned to make more efforts on advertising in addition to the sign on the front window.

Allan stated that he is feeling quite confident about the new store opening date of November 30 and the plan is for the grand opening in spring.

Paving for the parking lot is still planned for the second week of November subject to weather.

Committee Reports

Finance Committee

Alex presented highlights from the minutes of the last committee meeting, including a revised budget. Sean noted that cashflow is tight and we have to be very careful on how we spend and what we spend through opening of the new store. Alex indicated the four issues raised by the auditors have been satisfactorily addressed.. **ACTION:** Allan and Sean to present a final version of the budget for approval at the next board meeting.

Board Development Committee

Andrew indicated that the committee has not met since the last meeting and are waiting to see if there will be extra help to integrate documents and update policies from the new BAA. **ACTION:** Andrew to do a doodle poll for the next meeting.

AGM Follow-up/ Annual Calendar

Abra gave a brief review of the Annual General Meeting. **ACTION:** Each committee to meet prior to the next board meeting to determine a recommendation to the Board for committee chair. It was noted the new Directors are not yet up on the website. **ACTION:** Cathy-Ann to discuss with marketing regarding the update of the new directors on the website.

Upcoming Dates:

Agreement that regular board meetings be held on the third Monday of every month allowing for all committees to have their meetings in advance.

Next Regular Board Meeting: Monday November 21, 2016

Regular Meeting Adjourned: 8:02 pm