

**Kootenay Country Store Cooperative
Board of Directors Meeting
October 6, 2015 6:00 PM**

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

Staff Present: Russell, Sean and Paul

Recorder: Nancy

Called to order: 6:10 pm

Motion to adopt the agenda (with Redevelopment and Finance reports from the in-camera meeting moved up to the regular board meeting).

M/Alex S/ Stephan

Motion to adopt the minutes of August 31, 2015

M/Andrew S/Stephan

Business Arising

- 1. Action:** Paul to find out what date Liz's family member began working at the Coop.
- 2. Action:** Nancy to correct Board Handbook. (The handbook is missing rules 15 through 22 as well as rules 46 and 47).
- 3. Action:** Each committee to meet and determine committee chair and report at the next meeting.
- 4. Action:** Board Development and Policy committees merge into one new committee and decide on a new name.
- 5. Action:** Strategic Planning Committee to merge into the Collaborative Management Committee.
- 6. Action:** GM evaluation committee to consider evolving into an HR committee.
- 7. Action:** Russell to meet with the new directors to go over details of the Redevelopment.
- 8. Action:** Paul to set up a doodle poll for Redevelopment Committee to meet with new directors.
- 9. Action:** Russell to meet with the new directors to go over details of the redevelopment.
- 10. Action:** Paul to set up a doodle poll for Redevelopment Committee to meet with new directors.
- 11. Action:** Alex to invite the refugee housing group to talk to Redevelopment project management regarding the restricted resale units.
- 12. Action:** CMC to discuss adding a conversation about what the Coop wants to be in the community to the visioning session.
- 13. Action:** Russell to please 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.
- 14. Action:** Sean to provide the Q2 report to board further in advance of board meeting.
- 15. Action:** Finance Committee to meet with Sean to discuss key indicators and discuss a new format of financial reports.

16. **Action:** Sean to confirm that director liability insurance covers the Coop's numbered company.
17. **Action:** Russell to wait until director liability insurance has been confirmed before sending documents regarding the Redevelopment project.
18. **Action:** All committees to draft up annual goals for the committee and, if possible, a tentative schedule of meetings.
19. **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.
20. **Action:** Jon to forward emails from two member to the rest of the board for their information and review.
21. **Action:** MOC to review member correspondence.
22. **Action:** Paul to do a doodle poll for next upcoming 3 meetings.
23. **Action:** Paul to do a doodle poll for Finance Committee.

Review of Action Requests

1. **Action:** Board to consider a chair (other than Jon) for member information portion of the AGM. **Done**
2. **Action:** Directors insert their outstanding roles for the AGM planning. **Done**
3. **Action:** Directors to review confidentiality agreement. **Done**
4. **Action:** Susan to investigate other lock box file options (Tudor). **Done**
5. **Action:** Policy Committee tasked with including "Conflicts of Interest" and "Disclosure Representation and Relationships" in the Executive Limitations policy. **Done**
6. **Action:** Directors to electronically provide further feedback on draft of "Executive Limitations Policy". **In Process**
7. **Action:** Paula to communicate with the policy committee regarding the revised GM job description so that it can be standardized, finalized and adopted. **In Process**
8. **Action:** Committees (except Finance and the GM Evaluation Committees) update their terms of reference to reflect that non-directors members are welcome to join a committee. **Done**
9. **Action:** Jon to gather specific questions from Bonnie regarding the Redevelopment Project seek answers from Russell and follow up with Bonnie. **Done** (*Call has been made, Bonnie has replied by email).
11. **Action:** Paul to send an email invite to all board members (including the recording secretary) for Jocelyn's send off. **Done**
12. **Action:** AGM planning Adhoc committee (which was struck during this discussion with Jon, Paula and Andrew) to liaise with Member Outreach Committee to plan AGM. **Done**
13. **Action:** BDC to review the rules around patronage refund. **Done**
14. **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**
15. **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**
16. **Action:** BDC to review best practices for interviewing candidates. **In Process**
17. **Action:** Board to complete doodle poll for financial literacy workshop. **Postponed**

Director Conflict of Interest Disclosure

The following conflicts of interest were stated:

Abra is also on board of The Kootenay Organic Growers Association and the Certified Organic Association of BC. Liz has one family member who works as a junior clerk at the Coop. Alex sells produce and poultry to the Coop and is a member of the Kootenay Organic Growers association. Jon is the founder and organizer of the Deconstructing Dinner Film Festival which the Coop has sponsored annually since it began. He is also in the early stages of developing a book and hopes to arrange a non-financial agreement with Coop whereby the Coop would donate time to the project via human resources. Andrew and Stephan are not aware of any conflicts of interest. **Action:** Paul to find out what date Liz's family member began working at the Coop.

Board Statement of Agreement

All directors reviewed and discussed the Director Statement of Agreement. **Action:** Nancy to correct Board Handbook. (The handbook is missing rules 15 through 22 as well as rules 46 and 47).

Motion

That the finance manager adds the renewal of director's insurance to the list of tasks that the Finance department completes annually.

M/Alex S/Abra

Election of Officers

Motion

That Jon Steinman be elected President of the Board.

That Abra Brynne be elected Vice President of the Board

That Alex Berland be elected treasurer of the board.

M/Stephan S/Liz

(All were in favour)

Action: Each committee to meet and determine committee chair and report at the next meeting.

Action: Merge Board Development and Policy committees into one new committee and decide on a new name.

Action: Strategic Planning Committee to merge into the Collaborative Management Committee.

Action: GM evaluation committee to consider evolving into an HR committee.

Committee Appointments

Board Development Committee: Abra and Cathy-Ann

Policy Committee: Andrew, Susan and Paul

Member Outreach Committee: Liz, Cathy-Ann and Jamie

Finance Committee: Alex and Stephan

GM Evaluation Committee: Jon and Liz

Collaborative Management Committee: Jon, Abra, Andrew and Stephan

Motion: To approve Susan Morrison as a non-director member of the Coop Policy Committee

M/Andrew S/Liz

Redevelopment Report

Russell presented the redevelopment report. **Action:** Russell to meet with the new directors to go over details of the redevelopment. **Action:** Paul to set up a doodle poll for Redevelopment Committee to meet with new directors. **Action:** Russell to please 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. 36 units are now sold with 7 sales pending. The restricted resale units will be managed by the city. **Action:** Alex to invite the refugee housing group to talk to Redevelopment project management regarding the restricted resale units. There was discussion regarding the seating planned for Coop deli. **Action:** CMC to discuss adding a conversation about what the Coop wants to be in the community to the visioning session.

Finance Report

Sean presented the Q1 Finance report. **Action:** Sean to provide the Q2 report to board further in advance of board meeting. POS data will be available for analysis by the end of this fiscal year (May 31, 2016). **Action:** Finance Committee to meet with Sean to discuss key indicators and discuss a new format of financial reports. **Action:** Sean to confirm that director liability insurance covers the Coop's numbered company. **Action:** Russell to wait until director liability insurance has been confirmed before sending documents regarding the Redevelopment project.

GM Report

Paul presented the GM report. Highlights included that sales increased by 12.9% in September. A truck must be leased or purchased to move stock from warehouse to store. The photocopier must be replaced so management is reviewing options to buy or lease a colour photocopier.

Board Annual Calendar

Action: All committees to draft up annual goals for the committee and, if possible, a tentative schedule of meetings.

Committee Reports

CMC

Andrew updated the board on highlights from last CMC meeting.

Policy

Andrew presented Policy committee highlights; Andrew has been keeping a log of which Coop Policies need to be updated.

AGM Follow Up

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. **Action:** Jon to forward emails from two member to the rest of the board for their information and review. **Action:** MOC to review member correspondence.

Electronic Decision

On September 9th the Board unanimously agreed by email to adopt the Financial Report from the auditors.

Upcoming Dates and Meetings:

Director Day: Oct 16th

Transition Dinner: Oct 29th

Next Board Meeting: TBA

Action: Paul to do a doodle poll for next upcoming 3 meetings. **Action:** Paul to do a doodle poll for Finance Committee. **Action:** Paul to update Director's Notice **Action:** Directors to arrange with Paul to sign updated Director's notice.

Meeting Adjourned: 8:12 pm