

Kootenay Country Store Cooperative

Regular Board Meeting Minutes

January 15, 2018

Present: Abra Brynne, John Kingsmill, Maureen Kelsey, Maggie Jones (via Skype), Ina Pockrass, Alex Forsythe

Board Member Absent: Shannon

Staff Present: Allan Broom, Sean Silverson

Consultant Present: Ari Derfel

Recorder: Ina Pockrass

Adoption of January Meeting Agenda: M/Maureen S/Maggie

Approval of December, 2017 Minutes with minor: M/ John S/Alex

Meeting brought to order at 6:05 PM

Business Arising				
Item #	Who	Does What	By When	Complete?
1	Allan	Auto-forward the board@ communications to Ina's address through Sitkum	Early 2018	Yes
2	Abra & Governance Ctte	Draft an Executive Ctte. Terms of Reference, that will include that the Board President be an ex-officio member of each committee.	Early 2018	In progress
3	Maureen	Circulate revised HR Ctte ToR in advance of the January meeting	Early 2018	Yes
4	Allan	Update and put the most recent version of the Employee Handbook in the GM folder	Early 2018	Yes
5	Board	Discussion of Product Standards	Spring 2018	Yes
6	Abra	Discuss governance/board training opportunities with the UCCC	Early 2018	In progress
Ongoing/In Process				
Item #	Who	Does What	By When	Complete?
1	Governance Committee	Begin working on The Kootenay Co-op's Rules in late 2017 and any changes that are to be made, begin preparing to present by the 2018 AGM.	2018 AGM	In Progress
2	Governance Committee	Will bring revised Eligibility Agreement to sign	January Board Meeting	Yes
3	Britney	Will work to revise the Board manual over the next month, for approval at a future meeting.	Early 2018	Yes
4	Allan	Will enable Board member access to the CGIN listserv	Early 2018	In

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Department Update

Food Service

Jodie presented an update on the successes and challenges of 2017 and the opportunities for 2018. In 2017, saw an increase in collaboration with other departments. Food service department is on target with current food trends. Challenges include staffing and freight. Opportunities include increased cohesion of store-wide branding, Grab & Go, desserts, expansion of breakfast and dinner offerings, in store coop created value-added products, and improvements in sustainable packaging.

Committee Reports

Finance

John Kingsmill provided a report, referencing the minutes included in the online Board folder. Greenspace costs higher than expected due to unforeseen ground conditions. December sales uptick discussed. A discussion took place around terms of the VanCity loan, with further details in the GM report. Sean's revisions to staffing allocations as percentage of sales vs. hours discussed. Progress continues with smoker business. After discussion, the Board strongly supported the Finance Committee and GM's proposal to proceed expeditiously with hiring the new strategic business development position. Discussion was held regarding potential changes to the member discount program of 10% of over \$300, and the Board directed the Finance Committee to look further into the matter.

Governance

Abra provided a report. Brittany completed a comprehensive review of the Board Manual; Committee TORs will be put in the Appendix. Need updated Confidentiality policy for non-Directors. Need updated GM and interim GM job descriptions. Governance Committee discussed changes to Board compensation. Governance Committee is seeking direction from the Board regarding revisions to Policies 5.1, 5.5, and Rule 11. Recommendation to have training for new Board members.

MOTION: That the Board direct the Governance Committee to review Policies 5.1, 5.5, and Rule 11 and recommend any revisions to the Board for approval **Moved:** John **Seconded:** Maureen, **Approved.**

Human Resources

Maureen circulated to the Board the Committee's revised ToR. John and Maureen will work together to revise the ToR based on feedback from the Board. **ACTION:** The HR committee will revise the GM and the interim GM job descriptions.

The HR Committee is directed to review the Communication Policy in the Employee Handbook.

The Board recommends that the GM and President jointly be responsible for the Board Admin. Assistant's evaluation and support.

The Board discussed management's strategy for maternity leave coverage beginning in May.

GM Report

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Alan offered highlights from his circulated report. December was an exceptionally strong month for sales, despite weather and transportation challenges. Continued emphasis on budget to actual deviations.

Strategic Planning Update: Ari Derfel reviewed the process to date including departmental achievement of organizational goals and facilitation of increased collaboration between departments and strategic teams.

Goals Committee: Amanda Verigan (Grocery Manager) provided an update on True Local initiatives to better meet our financial and food security objectives and foster our position as a leading purveyor of local food products. True Local has prepared a Vision, Mission and Values for these initiatives. Work will be undertaken to clarify expectations of suppliers.

President's Report

Board Roles & Practice – Governance Training

The Board supported Abra's suggestion of Board training in governance/roles through the UCCCC.

ACTION: Abra will discuss governance/board training opportunities with the UCCC, and report back to the Board.

Tasks/Dates

Next Regular Board Meeting: February 19th, 5:30 PM

In Camera Discussion: The GM provided a summary of the report of the independent advisor, regarding a personnel matter. The GM will keep the Board informed of further developments, noting especially Communications Policy in this regard.