

**October 16, 2017 – 6:00 PM**

**Present:** Abra Brynne, John Kingsmill, Maureen Kelsey, Maggie Jones, Ina Pockrass, Alex Forsythe, Shannon Hammond- Employee Director

**Staff Present:** Allan Broom, Sean Silverson

**Guest:** Ari Derfel - consultant

**Recorder:** Zoë Creighton

**Adoption of October Meeting Agenda:** M/John S/Maureen

**Approval of September 11, 2017 Minutes:** M/ John S/Maureen

<b>Business Arising</b>				
<b>Item #</b>	<b>Who</b>	<b>Does What</b>	<b>By When</b>	<b>Complete?</b>
<b>1</b>	<b>Board Chair &amp; General Manager</b>	Discuss participation of the Upper Columbia Co-op Council and maintaining The Kootenay Co-op Board Membership.	Mid-October 2017	
<b>2</b>	<b>Governance Committee</b>	Produce and have directors sign a document affirming their eligibility as directors as per requirements in the <i>Co-op Act</i> .	November 2017	
<b>3</b>	<b>Committee Leads</b>	Set and hold committee meetings	November Board meeting	
<b>4</b>	<b>Sean &amp; Allan</b>	Oversee acknowledgement of Britney's excellent work for the Co-op	November	
<b>Ongoing/In Process</b>				
<b>Item #</b>	<b>Who</b>	<b>Does What</b>	<b>By When</b>	<b>Complete?</b>
<b>1</b>	<b>Governance Committee</b>	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	

**Board Roles and Responsibilities: Overview**

**a) Signing of director agreements**

Abra confirmed that each director had signed the board agreement.

John brought up the statutory language in the *Co-op Act* requiring directors to sign a document confirming they have met the Act's eligibility requirements (Section 79(4)).

**ACTION:** The Governance Committee will produce and have directors sign a document affirming their eligibility as directors as per requirements in the Co-op Act.

Conflict of interest concepts were discussed, and directors asked questions, and shared potential conflict or confluences of interest.

- Maggie Jones disclosed her potential conflict vis à vis being a Co-op cooking instructor and demo staff.
- Abra disclosed her various affiliations on food-related boards of directors or as staff
- Maureen mentioned her role on the board of Nelson Community Services Society
- Alex attends the Massage College, which is now a lessee in the Nelson Commons building.

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### b) Election of officers

Abra and Allan described the process for appointment of officers, and outlined officer responsibilities.

**M/** Maggie      **S/** Shannon

To accept the appointment of Abra Brynne as President, Ina Pockrass as Vice-President, and John Kingsmill as Treasurer for 2017-18. **CARRIED.**

### c) Committee review

Abra and others discussed the work and current priorities of each committee, and director responsibilities in committee participation (two board members must serve on each standing committee; each director is required to serve on one committee, and can serve on more if desired)

Standing Committee appointments were discussed with the following results:

Finance	Governance	Human Resources	Member Outreach
John Kingsmill (CL)	Maureen Kelsey (CL)	Maggie Jones (CL)	Shannon Hammond (CL)
Ina Pockrass	Abra Brynne	Maureen Kelsey	Maggie Jones
Alex Berland- as support	Alex Forsythe	Alex Forsythe	Ina Pockrass
	Andrew Jarrett (as support)		

Abra invited directors view details about the composition and mandate of each committee in the Committee Terms of Reference in The Co-op Board folder on Google Drive.

**ACTION:** Designated committee leads (CL) will call committee meetings before next board meeting.

### d) KCSC - NCLP structure review

Abra went over the structure of the co-op as it currently exists with the development of Nelson Commons. Sean invited questions about the schematic, which is shared in the online Board folder. Abra underscored that the Board is legally responsible for each of the entities named on the schematic, and confirmed that the Co-op holds Directors & Officers insurance.

### Updated Mission, Vision & Strategic Goals

Allan and Consultant Ari Derfel provided an overview of the recent process to update the Mission, Vision, and Strategic Goals, and explained that the next significant goal is to revamp internal policies and systems to fit the new store.

The new *Vision, Mission and Core Values* were presented, as accepted by the outgoing board in September 2017. It was agreed that these words echo the previous visions, articulated in a way that is appropriate for the current situation and time.

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Ari then presented the revised *Strategic Goals and Objectives*, and discussed their genesis, and untangled how these revised guidelines will involve the Board going forward. They will support the structure and decision-making framework that is in place by providing oversight to Allan and Ari who are guiding the process. Board members were invited to ask questions.

### **General Manager Report**

Discussed as distributed. Margin down but margin dollars grew in September. Sales per labour hour continue to grow. Allan explained that the Co-op is slowly improving efficiency month-by-month, and that the big current challenge is in learning how to do food services properly and well, in the midst of high staff turnover in that department. Allan answered questions about the financial figures in his report. Abra encouraged incoming directors to make an appointment with Sean or Allan if they would like a run-through of financial reporting. Drainage pipe challenges were discussed – no firm quotes yet. Integrating offsite warehouse effectively is also a current priority.

### **Annual Calendar review**

Abra brought the board's attention to the annual calendar (shared in the Board folder), and encouraged committees to reference it in their respective workplans.

### **Presidents' Report**

Abra reported that in camera meetings will no longer be regularly scheduled following board meetings, and that they will be called on an ad hoc basis when confidential issues warrant discussion. Abra asked for and received Board approval to put together a package for the outgoing BAA to show their appreciation and good wishes.

**ACTION:** Sean and Allan follow up on appreciations for Britney.

Abra mentioned the passing of former Board Member Fred Easton, and asked for board support for the Co-op to acknowledge his passing. There was unanimous approval.

UCCC delegate discussed- Shannon Hammond and David Reid have both expressed interest in participating. They will follow up with Zoë, before the next UCCC meeting on Tuesday, October 24<sup>th</sup>.

### **Tasks/Dates**

Next Regular Board Meeting: November 20<sup>th</sup>, 5:30 PM

**Regular Meeting Adjourned: 8:26 PM**