

Kootenay Country Store Cooperative

Regular Board Meeting Minutes

February 20, 2017 – 4:30 PM

*** APPROVED ***

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

Staff Present: Allan Broom, Sean Silverson

Recorder: Britney Mace

Adoption of February Meeting Agenda: M/Alex S/John

Approval of January 16, 2016 Minutes: M/Alex S/John

Business Arising				
Item #	Who	Does What	By When	Complete?
1	Abra	Plan Strategic Communications sessions with Board involvement	Mid 2017	

Ongoing/In Process				
Item #	Who	Does What	By When	Complete?
1	Sean	Determine the financial implications of the Board Compensation Policy and report back to the Board	Mid 2017	Ongoing
2	Britney	Organize Board material online as per Allan’s direction.	January 16, 2016	Ongoing
3	John	Discuss and create a policy on regular and in-camera meeting content with the Governance Committee.	January 16, 2016	Ongoing
4	Britney	Discuss the Board Policy Manual with the Governance Committee	January 16, 2016	Ongoing
5	Governance Committee	Governance Committee to create a policy regarding Board term duration and staggering terms	February 20, 2017	Ongoing
6	Governance Committee	Governance Committee to review the Board Policy Handbook and when an update is warranted	February 20, 2017	Ongoing
7	Governance Committee	Governance Committee to create a Whistler Blower Policy.	February 20, 2017	Ongoing
8	Governance Committee	Develop a suitable practice for Board Meeting Minutes official sign off that is in alignment with the Co-op Act.	February 20, 2017	Ongoing

Department Manager Report

Ben Morris – Produce Department Manager

Kootenay Country Store Cooperative

Regular Board Meeting Minutes

Committee Reports

General Manager Report

GM Report was discussed as distributed. Month to month sales comparison is positive, and incremental growth in each department is a focus. Currently, a review process of each department individually is occurring to assess how each department is developing, which contributes to the overall function of the store.

Discussions regarding the flow of the store occurred and will be taken further by store management.

Finance Committee

Finance report was discussed as distributed. Key Performance Indicators were introduced and feedback requested. **Action:** Strategic Communications sessions to occur with Board involvement, Abra to schedule.

Electronic Meetings

Motion: The Board directs the General Manager to take the necessary steps to endorse the Commitment Letter with VanCity.

Motion: The Cooperative may from time to time guarantee repayment of the debts of other persons and enter into indemnity and security agreements as it deems necessary and as the Directors are of the reasonable and honest opinion that it is in the best interests of the Cooperative to guarantee the debts and obligations of Nelson Commons Limited Partnership in the amount of #3,100,000.00 (the "Principal Amount") to Vancouver City Savings Credit Union (the "Lender").

RESOLVED that:

1. As the Cooperative is not insolvent and that it is in the best interest of the Cooperative that the Guarantee and Postponement of Claim, Environmental Indemnity Agreement and General Security Agreement (collectively the "Security") substantially in the forms presented to the Directors, be granted by the Cooperative to the Lender and be executed for and in the name of the Cooperative by the General Manager of the Cooperative, and that such execution shall be conclusive evidence of the approval of the Security.
2. The person or persons authorized to execute the Security is or are authorized for and in the name of the Cooperative to execute and deliver under the seal of the Cooperative or otherwise all such other documents, including all collateral security relating to the Security and for such purpose, the Cooperative hereby adopts as its seal any wafer attached to the Security and to do all acts that such person or persons, exercising discretion, may consider to be necessary to give effect to this resolution or as may be required by the Lender.
3. These resolutions may be executed in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute one and the same as though such reproductions were executed originals.

Both Motions were passed unanimously.

Kootenay Country Store Cooperative

Regular Board Meeting Minutes

HR Committee

Report was reviewed and discussed. General Manager Evaluation survey was discussed and will be distributed next week. Following the closure of the survey, Maureen and Abra will discuss the results then bring to the Board for consideration and suggested recommendations.

Annual Calendar Review

Upcoming Dates:

Next Regular Board Meeting: March 30, 2017 – 5:30pm

Following Regular Board Meeting: April 24, 2017 – 5:30pm

Regular Meeting Adjourned: 5:37pm