

**Hornby Island Co-op
Regular Board Meeting Minutes
December 2, 2019**

Present: Claire Burke, Judith Fletcher Elkins, Jennifer Fletcher, Jim Garton, Bill Havens, Rob Lewis, Don Peterson, Lisha Scott, and Randy Wunderlich

Regrets: Jill Candlish

Guest: Graham Anderson

Recorder: Anita Lewis

Location: Room to Grow

Time: 1:01 PM – 3:54 PM

Next Regular Board Meeting: February 3, 2020 location TBC

Don opened the board meeting at 1:01PM and welcomed Graham Anderson, running for FCL Director. Graham is standing for election as Director for District 4 to the Board of Directors of Federated Coop Limited.

Consent Items:

The consent agenda included: the October 2019 Board meeting minutes, the meeting agenda, correspondence, and the President's Report. A Finance report was added to Standing Items. Review of the Strategic Plan was moved under Old Business. The consent agenda was adopted with the noted changes.

Standing Items:

Team Report – Lisha provided a brief overview of the two FCL sessions she recently attended in Saskatoon. There was a discussion on the building project. There was discussion on how to manage oversight of the building project since the building committee was disbanded and how to manage communication to the membership. With regards to the donation policy, Lisha clarified that PR is everything except donations for registered charitable organizations (eg Fall Fair). **Action: Claire to include the donations policy in the master policy manual.** Lisha outlined her approach to the Arts Centre request for \$10K+. Judith serves on HIAC board and recused herself. Ringside policy was presented to the Ringside merchants. The annual hours of operation calendar were discussed and Lisha noted that community feedback indicates a desire for Sunday shopping all year and Sunday sales are growing. Lisha outlined the FCL Loyalty program and letter of commitment. **Action: Lisha to email the FCL contract to the board.** Fuel pump reconciliation is in line.

MOTION: To approve the donation policy as presented by the Team Leader. M/S Rob/Jim, carried.

MOTION: To approve the Arts Centre donation as recommended. M/S Bill/Randy, carried.

MOTION: HI Co-op board agrees to the proposed FCL letter of commitment and loyalty payment agreement. M/S Don/Jim, carried.

MOTION: To approve the net equity change of -\$4,938.56 as presented by Lisha Scott. M/S Rob/Don, carried.

Finance – The Co-op financials are in very good shape.

Old Business:

The Action Checklist – completed.

Committee TOR Reviews – Robust discussion on what committees the board requires to properly govern the Co-op, especially the need for a Strategic Planning committee to develop a long-term plan/vision for the Co-op and an oversight committee to review large endeavors. **Action: Claire to send out historical Strategic Planning documents for the Co-op.** Bill and Claire agreed to participate in an ad hoc Strategic Planning committee. **Action: Ad hoc Strategic Planning committee will define objective, terms of reference, set a schedule of meetings, and report at the March board meeting.** **Action: All committees to develop an annual schedule of meetings.**

Membership engagement committee – Marketing and communication were defined in the Strategic Planning session as important to the Co-op and the Membership Engagement (ME) committee plays a key role in this goal. **Action: ME committee to map out the topics for an annual communications calendar. Action: ME committee to continue the conversation of TOR at the next meeting.**

Building Project Update – Discussed during the Team Leader’s report.

Strategic Plan – **Action: Board members to email any concerns regarding the Strategic Planning report to Lisha by mid-December. Action: Lisha will issue the Strategic Planning Report to staff.**

New Business:

Annual Action Calendar Items:

- **Board Assessment** – To be completed by the AGM and for the nominations committee to understand the skills required for seeking new board members. **Action: Governance committee to discuss board assessment at the next committee meeting.**
- **Budget** – Development of the budget is on track.
- **Manager Interim Review** – Interim review completed in October 2019. Full year performance review planned for April 2020 and ties in with management team review.

Board Meeting date changes:

- Meeting dates were rescheduled. **Action: Anita to send new board meeting dates and secure meeting space.**

FCL Resolutions Subcommittee Report – Deferred to next board meeting.

FCL Loyalty Program & letter of Commitment – Covered during team report.

Meeting adjourned at 3:54 PM prior to in-camera.

Next Board Meeting: February 3/20 with reports due January 29th.

Action Items			
Who	Does What	By When	Complete
Rob	Initiate the beta test of online file storage with Cloudspace Inc	ASAP	In process
ME Committee	Decide on date of next Membership Engagement meeting		In process
Governance Committee	Discuss how to move the board focus away from operations toward policy		
Claire	Update board policies manual with donation policy		
Lisha	Email the FCL contract to the board		
Claire	Send the historical strategic planning documents to the board		
Strat Plan Comm	Ad hoc Strategic Planning committee will define objective, terms of reference, set a schedule of meetings	By March 2020 Board Meeting	
All Committees	Develop an annual schedule of meetings		
ME Committee	Develop a list of items to include in an annual communications calendar		
ME Committee	Continue conversation of TOR at next committee meeting		
All	Board members to email any concerns regarding the Strategic Planning report to Lisha	By Mid-December	
Lisha	Issue the Strategic Planning Report to staff	By Christmas 2019	
Governance Committee	Discuss board assessment at the next committee meeting.		
Anita	Send revised board meeting dates to all and secure meeting space	ASAP	