

**Hornby Island Co-op
Board Meeting Minutes
October 5, 2020**

Present: Claire Burke, Jill Candlish, Reid Carter, Jennifer Fletcher, Bill Havens, Tamara Lamont, Lisha Scott, and Randy Wunderlich

Regrets: Judith Fletcher Elkins

Guest: Joe Von Doellen

Recorder: Anita Lewis

Location: Zoom Meeting

Time: 10:01 AM – 11:55 AM

Jill opened the board meeting at 10:01 AM. Joe Von Doellen, Business Relations Advisor at FCL, joined the meeting and will lead the Strategic Planning session on Nov 16th. Joe has been with FCL for 26 years and has extensive management experience. His key objective as Business Relations Advisor is to build and strengthen the relationship between FCL and the Co-op Retailers he represents to ensure they are moving forward together. Joe reviewed the plan for the November 16th Strategic Planning (SP) session which he will lead. **Action: Lisha and Joe will review the current Strategic Plan for Hornby together in advance of Nov 16th session. Action: Joe will follow up on the question posed on if Strategic Planning courses are going to be offered at the upcoming FCL conference. Action: Lisha will book the hall for Nov 16th SP.**

Consent Items:

The consent agenda included: the minutes from the September 14th and 27th board meetings, and the meeting agenda. There was no correspondence or committee reports. Added a discussion on continuing Dave Hoy's consulting contract and Reid Carter's membership. The consent agenda was adopted with the additions.

Standing Items:

Dave Hoy's Contract – General agreement to end the formal contract with Dave Hoy. **Action: Jill will organize a thank-you card/gift for Dave Hoy.**

Team Leader Report – Pd 9 results show that daily sales through the last 3 weeks are up 6% over the last year. Basket size has increased over fewer shopping trip. No update on building renovation/expansion plans but will be reported at the November board meeting. It was noted that the maintenance and repairs planned for spring and fall to the Gas Bar were sidelined this past spring but are being looked at for the fall. Any work to the building or plans for expansion to be part of the SP discussion. No petroleum variances for this meeting but nothing urgent to address.

MOTION: To approve the net equity change of -\$231.03 as presented by Lisha Scott. M/S Jennifer/Bill, carried. Includes the transfer of member number into Reid Carter's name.

Strategic Planning – Agreed upon November 16th date will discuss protocols with regards to COVID at the next board meeting. **Action: Lisha will write up a basic protocol safety measure for the SP meeting to be discussed at the November board meeting.** A hybrid zoom/in-person meeting could be possible.

Old Business:

Action Checklist – reviewed.

Membership Engagement Meeting – Scheduled for October 25th at 10:30AM via zoom. **Action: Membership Engagement Committee to set agenda for the meeting. Action: Lisha will take care of the admin details and will send out zoom invitation and meeting package 48 hour in advance of the meeting.**

New Business:

Annual Action Calendar Items Flagged:

- **Review Committee Purpose/Goals** - The first meeting of the committees is to define goals and elect a Chair. Committee composition was reviewed and set. The Business Evolution (BE) committee will develop the committee TOR.
 - **Governance:** Jill and Claire, with Reid as a resource based on his extensive experience with Governance.
 - **Finance:** Judith, Randy, and Reid.
 - **Membership Engagement:** Claire, Jennifer, Lisha, and Tama. This is the only committee that Lisha (or a delegate) sits on as TOR require a staff participant.
 - **Business Evolution:** Randy, Bill, Claire, Reid, and Jennifer.
 - **Appointment:** Jill, Claire, and Tama. **Action: board to send potential candidate names ASAP.**
 - **Nominations:** Claire and Randy cannot be on the Nominations Committee as their terms are up in May. This committee will be defined in January and is best served by the newest board members.
 - **HR:** Jill and potentially Judith.
- **Team Manager Interim Performance Review** – In camera.

New Board Member Orientation – Tama will serve a 2-year term on the board. Reid will sit on the board as an appointee, to be elected at the next AGM. 2 3-year positions remain available. Board documentation has been sent out to all board members and Section C (Board Operation) of the Retail Board of Director Manual provides a good foundation of how the board operates. Jill, Claire and Lisha are available for questions as they come up.

Appointing another Board Member – discussed under committee purpose/goals.

Retiring Board Member gifts – **Action: Jennifer will purchase gift certificates and a bottle of wine each for Don Peterson and Rob Lewis and will advise on presentation date. Action: all board members to sign card located in the board box in Admin.**

Living Wage Clarification – Lisha was asked if part time staff are being paid a living wage, which has been calculated using the Comox Valley 2019 rate of \$15.91. Must all staff earn a LW to be certified as a Living Wage Employer? No. Co-op staff wages are negotiated as part of the union contract and it is important to understand the financial impact of a commitment to higher (living) wage. **Action: Lisha to provide the board with the financial impact of paying all staff a living wage in advance of union contract negotiations.**

Fall Conference Details – Jill encouraged the board to sign up for the FCL fall conference and reviewed the conference agenda. **Action: Lisha to send FCL conference details and registration information to the board.** Claire emphasized the value of the conference. **Action: Lisha will check with Admin on how CRS numbers are generated for board members.**

Meeting adjourned at 11:55 AM.

Next Regular Board Meeting: November 2, 2020 with reports due October 28

Post-AGM Note re: Election of Directors

Reid Carter's membership was not registered under his name at the time of the AGM, therefore his nomination is invalid and he is not elected.

R.2 (Resolution on Remuneration) was unchanged in votes for/against.

Upon transfer of his membership and once all requirements are met, he can be appointed to the board until the next AGM when he would need to put his name forward to secure a term as a Director. This appointment can be done by email as a consent resolution, prior to the next board meeting.

Action Items

Who	Does What	By When	Complete
Strategic Plan	File storage may be part of an upgrade to the Co-op website. Could include a board portal.	November	
Lisha	Ensure consistent communication on the building project progress	On going	
Lisha	Investigate the monitoring system capabilities further (Metro Labs) and to see if there are alternate potential fixes to consider	November	
Lisha	Put together an action plan with regards to a new store for the board, including a timeline on addressing structural issues	November	
President/Claire	Developing a board and director assessment tool	December	
Governance	Develop a policy around offering extraordinary bonus payments and the steps required to ensure better future communication to the board	January 2021	
Claire	Develop a policy on how to thank retiring managers	December	
Lisha/Joe	Review the current Strategic Plan for Hornby together in advance of Nov 16th session	November	
Joe	Follow up on the question posed on if Strategic Planning courses are going to be offered at the upcoming FCL conference	ASAP	
Lisha	Book the Hall for the Strategic Plan Meeting on November 16th		
Jill	Organize a thank-you card/gift for Dave Hoy		
Lisha	Write up a basic protocol safety measure for the SP meeting to be discussed at the November board meeting	November	
ME Committee	Set agenda for ME Meeting on October 25 th	ASAP	
Lisha	Will take care of the admin details and will send out zoom invitation and meeting package 48 hour in advance of the meeting	By Oct 23 rd .	
Board	Board to send potential candidate names to Appointment Committee	ASAP	
Jennifer	Purchase gift certificates and a bottle of wine each for Don Peterson and Rob Lewis and will advise on presentation date.		
Board	Board members to sign card located in the board box in Admin.		
Lisha	Provide the board with the financial impact of paying all staff a living wage in advance of union contract negotiations.	By May 2021	
Lisha	Send FCL conference details and registration information to the board.		
Lisha	Check with Admin on how CRS numbers are generated for board members.		