

Karma Co-operative Board of Directors

Minutes of the meeting held on March 8, 2007

St. Albans Boys' and Girls' Club

Directors present: Deborah Cherry, Rolf Struthers, Margeret Knittl, Mohsen Ahmed, Anil Reddi, Micki Honkanen, John Viktorin, Charles Danzker, John Richmond, Jonathan Tracey

Members present: Joerg Wittenbrinck

Staff present: Graeme Hussey, Philip Haderer

Minutes recorded by: Diane Saibil

The meeting took place as a committee of the whole.

1. Adoption of the proposed agenda

Moved by Charles, seconded by Mohsen, THAT the agenda be adopted as presented, with the addition of one item just prior to the in camera session, entitled Supervisory Committee discussion.

CARRIED.

2. Conflict of Interest

None was declared.

3. Adoption of the Minutes

Moved by Deborah, seconded by Margaret, THAT the following paragraph be added to the minutes of February 2007, under the item "adoption of the minutes of December 2006" as an amendment to the December minutes:

"Be it resolved that the proposal from the Board relative to Master Planning and Repair of the store be accepted and used in tandem and as a complement to the work of the Building Committee wherever necessary and/or appropriate, in the interest of Karma."

MOTION TABLED to be considered at the next meeting after Board members have had an opportunity to review the relevant documents.

Adoption of the February minutes was tabled to the next meeting so that a corrected version can be circulated.

4. General Manager's Report

A written report was circulated and is attached to these minutes.

Several questions were asked regarding collection of the building fee. Graeme reported that there were approximately 100 fees outstanding and about 800 members have either paid in cash or committed to work the extra hours required. It was requested that detailed information be provided, including exactly how many members have paid the fee in cash, how many are paying in instalments, how many have committed to work the extra hours, and how many have already worked the extra hours. Graeme explained that it is

impossible, with the current record-keeping system to identify which member hours are part of the regular commitment, and which are for the building fee commitment. The rest of the details requested will be provided.

It was suggested that we develop a better record keeping system for next year. It was also suggested that we might want to designate specific tasks for building fee hours.

The General Manager's report was received.

5. Treasurer's Report

A written Treasurer's report was circulated. Anil highlighted a concern that the co-op currently appears to be losing money and that it may be unwise to embark on costly renovations at this time. He said that our year-to-date loss is \$5,000. He also noted that a budget for the building renovations is needed as soon as possible.

With regard to members working off the building fee rather than paying it, he suggested that this is self-defeating as the purpose of the building fee is to raise money for the renovations. We need to know exactly how many people are choosing this option to assess whether this is a loophole that should be closed.

Moved by Charles, seconded by Deborah, THAT a special meeting of the Board to discuss the co-op's financial situation be held between now and the next regular Board meeting. The discussion at the meeting will include the current financial picture, the financing of the proposed renovations and the building fee.

CARRIED

Other items about the report that were noted:

- there has not been a comparison of Jan 07 figures with other years, but generally speaking this should be a high revenue point in the year;
- staff wages are over-budget year-to-date by \$13,000. (This amount includes the \$1,700 in casual labour which is noted separately on the report.);
- it is unclear whether the building fee collected is \$300 or from 300 members. (to be verified);

John R. felt that the Board could not fulfill its legal duty to understand the financial position of the co-op because Board members have not been provided with proper monthly financial statements, including a balance sheet. He also stated that the Treasurer's report should only include factual information.

It was agreed that the Treasurer should, in future, provide a factual report and a separate commentary.

The Treasurer's report was accepted.

6. President's Report

Rolf said he had nothing to report.

Margaret asked about the status of communications about the grants. Rolf replied that he has not yet heard back from the Cooperators. The OCA has asked that the grant be spent by year end on focus groups, as originally proposed. Board members were asked to circulate ideas for using the grant by email before the next Board meeting.

The President's report was accepted.

7. Physical Planning Committee

A written report was circulated. Joerg noted that a budget is being worked on and will be available by next month. He is aware of the financial constraints.

The Committee is requesting conditional endorsement of the plan presented in the report, pending financial information.

Jeorg noted that the report shows 2 possible models because it is still not known whether we will be allowed to open up a double receiving door. (We need planning permission as the co-op is a non-standard use.)

Charles questioned the idea of the social space being a defined room. He explained that his notion of social space is that the whole store should be designed to be a social space. He stated that having 2 member tables will not work.

It was clarified that the new plan will probably not change the amount of space in the store, but the space available will be lighter and more flexible.

It was noted that the charrette on design was very hurried and that a lot more consultation with the membership is necessary. It was suggested that the proposed design be circulated in the Chronicle and posted on the website.

To proceed with the member consultation and the costing of the work, the Board's conditional endorsement of the proposal is needed, as is their assistance in consulting with members.

Moved by Jonathan, seconded by John V., THAT we ask the Physical Planning Committee to move on to the next phase of the planning, including costing, resolving structural questions, and extensive consultation with the membership.

CARRIED

Mohsen requested the assistance of another Board member on this committee.

8. Committee of Committees Report

Micki reported that the first committee caucus is being planned for April. They are creating an agenda as well as looking for a third committee member.

The report was accepted.

9. Communications Committee Report

John V. circulated a written committee mandate and mission statement. He noted a number of revisions to address issues raised about the previous version. In particular, the mandate empowers the committee to do its work, but does not give the committee poser over other committees.

A point was raised about limiting the number of members on the committee, but this was not seen to be necessary for this particular committee.

A question was raised about the status of the brochure. It was reported that Suzanne committed to completing the changes and overseeing the design and printing. As this has not yet happened, Graeme was instructed to proceed with having the brochure completed and printed. Rolf was instructed to contact Suzanne and let her know that Graeme will send the brochure, with the changes needed, to the designer.

It was noted that Suzanne has recorded member labour hours for her committee work. It was suggested that the hours be monitored, now and in a year's time. The Committee will be asked to keep track of hours spent creating the style guide separately from other Committee hours. The Board will revisit the status of the style guide in one year.

Moved by John V., seconded by Micki, THAT the hours accumulated reflect the time taken to create the style guide.

CARRIED

Moved by Charles, seconded by Jonathan, THAT the mandate and mission statement of the Communications Committee be accepted as presented and reviewed in one year.

CARRIED

10. Member Labour Committee

Jonathan circulated a written report. He noted the he will be looking into the question of family memberships in more depth and will report back.

The reform of committee work is being reviewed by the Committee of Committees.

The provisions about the new member handbook have already passed and the Committee is already implementing the new member labour orientation.

Moved by Jonathan, seconded by Margaret, THAT the two hour labour credit for new members be eliminated.

CARRIED

It was suggested that item 4d in the report be struck.

It was agreed that Terry Fowler's proposal (circulated) be placed on the agenda for the next regular meeting.

11. Board Report Format

It was suggested that a standard template be used for all reports to the Board. Jonathan agreed to prepare a proposed template.

12. Board Communication

It was requested that all Board members be conscious of the fact that members often assume that they are speaking on behalf of the Board. Board members are asked to clearly distinguish between times when they are stating a Board position and times when they are expressing a personal opinion.

13. Supervisory Committee Discussion

Graeme distributed a written report on the co-op's finances. He explained the difficulty of having accurate statements between the semi-annual inventories, because the estimated cost of goods sold can throw the numbers off significantly

Moved by Mohsen, seconded by Anil, THAT, due to time constraints, the Board begin its in-camera session immediately.

CARRIED

Action items arising from the meeting:

1. Graeme will provide details regarding member payment of building fees.
2. A date for a special meeting of the Board, before the next regular meeting will be set.
3. Board members will circulate ideas for using the grant before the next Board meeting.
4. Graeme will proceed with having the brochure completed and printed.
5. Rolf will contact Suzanne and let her know that Graeme will send the brochure, with the changes needed, to the designer.
6. The Communications Committee will be asked to keep track of hours spent creating the style guide, separately from other Committee hours.
7. Jonathan will look into the question of family memberships in more depth and report back.
8. Jonathan will prepare a proposed template for reports to the Board.
9. The Board will hear from the Communications Committee in one year on progress with the Karma style guide document and the Board will review the Committee's work to date to gauge the level of impact the Committee has had.