

Cooperative Planning Team Friday March 8, 2010

Present

- Jan Burnikell
- David Parkinson
- Julie Thorne

Regrets

- Pam Brown
- Sharon Deane
- Giovanni Spezzacatena

1. A brief summary of the conversation

Because Brownie, Gianni, and Sharon were absent, this was more of an informal discussion than a proper business meeting. Here is some of what we talked about...

1.1. The Rules

We reviewed the feedback that consultant Marty Frost had offered on reading our Rules. He made four suggestions:

- **Remove the hyperlinked references to relevant section of the Act:** David did this.
- **Add a provision allowing only one joint member to withdraw from membership, leaving the other member as a sole member:** David's reply to Marty was that we copied the rule in question (Rule 21) from the standard Rules, so it might be the case that in order for one joint member to withdraw it is necessary for both joint members to withdraw, at which point the non-withdrawing member has to rejoin as a sole member. This is something we can look into and might want to alter in future, but it's not worth worrying about now.
- **Add a provision that there be an explicit minimum number constituting quorum at a general meeting (e.g., 3 members):** The Shuswap Food Action Cooperative has added this provision into their Rules, but we felt that we shouldn't need to stipulate a numerical minimum. If we are struggling to get more than 3 people to a general meeting, this is a symptom of a problem that a numerical stipulation won't fix.
- **Add a provision for foregoing an auditor by special resolution:** David's reply to Marty was that we were covered by Section 109 of the Act: "109 (1) An association that is not a reporting association may waive the appointment of an auditor(a) by a special resolution of members..." So no explicit provision is necessary.

David also mentioned that he made the addition of subrule (3) to Rule 136 as follows:

- (3) A director who ceases to hold an office may not be reappointed to that office until at or after the 2nd annual general meeting following the end of that director's last term in that office.

This is the equivalent to Rule 104 (2), which forces a director who ceases to hold office to sit out for no less than one full term.

Failing to add subrule 136 (3) would make it possible for a director holding a certain office to step down (after no more than two terms of office) and then be reappointed immediately or shortly after to that same office.

1.2. Mission statement

This item was tabled.

1.3. Values and principles

We reviewed Brownie's suggested changes to the *ICA Statement of Co-operative Identity* to make it more applicable to our circumstances, but felt that we needed to do this with more people present, particularly Brownie.

1.4. Projects

Tabled, although we acknowledged that we need to get moving on the potato patch.

1.5. Policies and manuals

David mentioned that he has begun writing a members' manual, since we will need something to give to early members to explain basic procedures and policies. It is incomplete but much of the structure is there to be filled in.

David will circulate this draft by email and hopes that others will be willing to help by offering comments and suggestions or by completing sections.

1.6. Signing the incorporation papers

Because Sharon was absent, we could not sign the incorporation papers as David had prepared them. Instead, we will do this on Seedy Saturday (March 13, 2010), which anyway has a nice symbolism to it. David will print out the relevant pages from the Memorandum of Association and the Rules for us to sign and witness. Shortly after March 13 he will mail the incorporation packet off to the Registrar.

1.7. Seedy Saturday

We will share a table with the Powell River Food Security Project. David will prepare a flyer and sign-up sheets. Jan took the table-top display to make some small changes and will show up at about 10:00 AM.

1.8. Offices

We started a conversation about the offices we need to think about filling by the time our first general meeting happens (within three months of incorporation). We must have a president and vice-president, and beyond that we are free to declare our offices as determined by our needs. We may want to recruit members with particular skills and interests, with an eye to recruiting them into these offices, whether as directors or not. And we should think about where we would be most interested in contributing, depending on our talents and proclivities.

This conversation will be continued next time we meet.

2. Next meeting

The next meeting is on Friday March 19 at 5:30 PM at David and Gianni's house.