

Tasks and commitments arising from Skookum board meeting of November 7, 2012

	Task/commitment	Who	When
***	Research potential films on the subject of co-ops and discuss any possibilities with the Event Planning Team	Giovanni	Dec. 5, 2012
**	Circulate amended Terms of Reference document to all board members	David	Dec. 5, 2012
**	Follow-up with Rosemary re her part in drafting the terms of reference for the event planning team	David	Dec. 5, 2012
**	Forward the report from the Almanac Project to all board members	David & Giovanni	Dec. 5, 2012
**	Contact the BCCA for advice on how to best manage brokerage fees when shipping products across the border	David	Dec. 5, 2012
**	Send 4 ideas for “funding sponsorship” to Giovanni ASAP	All directors	Dec. 5, 2012
*	Contact First Credit Union to see if they are interested in doing a joint presentation on cooperatives to the business class at Brooks.	Pete and Laura	Dec. 5, 2012
	Rewrite the “Policy for Partnership” document and present it for review at the next board meeting.	Laura	Dec. 5, 2012
	Get a quote re possible insurance coverage from The Cooperators.	Laura	Dec. 5, 2012
	Meet with the TAP team to sort out areas of difficulty in terms of timely invoicing for the coordinator’s share.	Laura	Dec. 5, 2012
	Print 50 copies of the membership forms in time for the PR\$ launch on Nov. 17, 2012	David	Nov. 17, 2012
	Act as liaison for BC CASA during Pete’s absence.	Jacqueline	Until Pete’s return
	Procure and hand out receipt books: one to Kingfisher Books, one to the membership coordinator, and one to the events team.	David	Dec. 5, 2012
	Do further research as to exact costs involved in setting up a US based post office box delivery address through TMB Shipping.	Jan	Dec. 5, 2012
	Discuss the legal quality of the cider press rental waiver and get a quote from an appropriate lawyer for a professional review	Laura	Dec. 5, 2012
	Set up the new contact information for cider press rental on the website	David	Dec. 5, 2012

Finalize the dehydrator report with Patricia and bring it for final wrap-up at the next meeting	David	Dec. 5, 2012
Resend the final seed order report in a different format so that Laura can open it on her computer.	Giovanni	Dec. 5, 2012
Draft a contract, with current information incorporated into the past agreements, between Wendy and SFPC, and Melissa and SFPC.	Laura	Dec. 5, 2012

Resolutions brought forward at the Skookum board meeting of November 7, 2012

Resolution	Proponent	Outcome
That the minutes of the previous board meeting of October 3, 2012 be accepted as corrected.	David	Passed.
That the treasurer's report be accepted as presented.	David	Passed.
That the board allow PR\$ donated to SFPC to be earmarked for the permaculture project scholarship fund.	Jacqueline	Passed, with Laura abstaining.
That we create a new position on the board called "membership coordinator", whose responsibilities are to accept and process all membership forms, keep a register of the membership, and who has the authority to approve membership applications	Laura	Passed.

Skookum Food Provisioners' Cooperative

Minutes of the board meeting of November 7, 2012

Present

- Laura Berezan
- Rosemary Bjorknas
- Jan Burnikell
- Jacqueline Huddleston
- David Parkinson
- Giovanni Spezzacatena
- Pete Tebbutt

Guest Member

- Rin Innes: Powell River Permaculture Course

1. Opening business

1.1. Board member sign in

All board members present signed an attendance sheet.

1.2. Minutes of previous meeting (accept or revise & accept)

David presented a resolution that the minutes of the previous board meeting of October 3, 2012 be accepted as corrected. The resolution was accepted by consensus.

1.3. Review of tasks/commitments from previous meeting

The list of tasks and commitments from the minutes of the previous board meeting of October 3, 2012, were reviewed, with the results indicated in the table on the first page of these minutes, where the number of asterisks next to a task shows how many times this task has been carried over.

1.4. Agenda (accept or revise & accept)

The agenda was accepted with the addition of item 5.3 ("Farm to School cider pressing").

1.5. Guest member presentation

Laura requests it be noted in the minutes that she has a conflict of interest in this conversation and will remove herself from it if necessary.

Rin Innes would like to explore that possibility that since SFPC is the non-profit partner with the Permaculture project, it might be possible for the coop to direct some PR\$ towards the Permaculture scholarship fund. She suggests two possible ways to arrange this: people could donate PR\$s to SFPC specifically earmarked for the course, or SFPC could choose to donate a portion of its block of PR\$s directly towards fund.

The Permaculture project would then be able to utilize the PR\$s in various ways, such as selling them as a fundraiser, buying supplies, and accepting them towards the cost of tuition, since the coordinators get paid partly in PR\$.

Rin anticipates up 50% of course fees could be paid with this currency, noting fees are calculated on a "pay-what-you-can" basis with the only real concern being the need to cover the basic costs of running the course. There is no vetting process as to who should receive these scholarships.

How much people will be able to pay is not known until the course starts, but a big injection into the scholarship fund would make it possible for more people to enroll in the project. Rin notes the

coordinators would like to know as soon as possible if SFPC can support the fund since there will be a big registration push in next two months and it would be useful to be able to tell funders and supporters that they can earmark PR\$S for the scholarship fund through SFPC.

Pete notes there is still some question as to how SFPC will utilize PR\$S. A discussion ensued as to the appropriateness of distributing PR\$S through SFPC in the way Rin outlined. Jacqueline observed that a precedent has already been set by the original transaction between First Credit Union, SFPC, and the Permaculture course and notes an MOU is in place regarding this. David suggests there needs to be more clarity on how non-profits can use PR\$S, a matter which will be addressed at a workshop in January.

Jacqueline resolved that the board allow PR\$S donated to SFPC to be earmarked for the permaculture project scholarship fund. Passed by consensus, with Laura abstaining.

The existing MOU between SFPC and the Permaculture project requires an addendum to reflect the above resolution.

1.6. Policy Review

Laura has reviewed the "Policy for Partnership" document, noting it requires more clarity. She states there is a significant though subtle difference between a Memorandum of Understanding (MOU) and a contract, in that an MOU is essentially a legally defined understanding between two organizations coming together for a specific purpose, usually to do a project in a joint manner, whereas a contract defines a legal relationship with specific terms for services exchanged between two entities. Since the Permaculture Course and SFPC share many objectives and interests, the terms of their relationship are best understood in an MOU. In partnering with others, we will most often want an MOU because the focus will be on defining relationship and who is doing what within those.

She states that that the section in the document entitled "Fiscal Sponsorship and Benefits" is of concern since Revenue Canada Services does not allow the described type of interaction under its rules re charitable law. As well, from a liability point of view, the type of transaction described under this section would enable SFPC to be used as a financial "flow through", which is seen as "worst practice" because it does not allow for due diligence, monitoring, etc.

It is therefore important not to have this section as part of our policy manual, since it would open us to expectations that are not reflective of our intent as a non-profit cooperative. We must define the intent of this document very clearly, also for the benefit of future directors.

Laura notes the "Checklist for Collaboration" is well thought out and gives SFPC the protection and awareness relevant to best practice.

The board authorized Laura to rewrite the document, which will be presented for further review at the next board meeting.

2. Correspondence

A form letter was received from the insurance advisor at The Cooperators inviting interest in their services and noting they give preferential rates to co-ops.

Laura volunteered to get a quote from this group.

3. Treasurer's report

Melissa Leigh has entered the financial information on Simply Accounting. A few kinks remain to be worked out but a balance sheet is available, along with income and expenses. The goal is to have an accurate list of event income with corresponding event expenses. Melissa will develop an accounting sheet for workshops and projects, which will help to accurately track expenses, reimbursements and accounting.

There is as yet no clear policy around assessing and tracking the community contribution portion of project income, so it does not yet appear on the balance sheet.

Current bank balances are chequing: \$3830.03, and savings: \$ 672.38

A system for tracking PR\$s has yet to be developed. PR\$s has sent out some information on how to do accounting and there will be a more extensive workshop, focusing on non-profits, in January.

A draft budget has been developed, based on last year's numbers and figures. Laura tabled it for review and requests directors provide feedback re accuracy of the figures in areas with which they are familiar.

Laura notes she must do a specific calculation to determine how much to pay Wendy after a TAP order goes in. Wendy states she doesn't have all the information required to fill out the requisite form. Laura will meet with the TAP team to sort out the gaps since it is important that Wendy be paid in a timely manner.

A donation of \$337.50 was received from Townsite Brewery's Growler sales. A thank you card has been sent.

David resolved the treasurer's report be accepted as presented. Accepted by consensus.

3.1. Acceptance of new members

Six new memberships were received: Trevor McKilligan; Jessica Taylor; Gerry Chabot; Mark Johnston and Laura Treacy (joint); James O'Sullivan and Ardith Beynon (joint); Eveline van Haastert and John Rapp (joint).

4. Business arising from previous minutes

4.1. Member skill survey

Giovanni has pared down the original document and hopes to incorporate the brief questionnaire into a brief addition on the membership form.

4.2. Update on PR Dollars

Pete and Laura will attend the official launch of PR\$s on Saturday, Nov. 17, 2012. David will get 50 more copies of the membership forms printed through CJM printing for use at this event.

There was some discussion re where and how the physical PR\$s are to be stored. Pete states there will be various locations that will function as banks, though there is also a block of virtual dollars parked in one location.

An information workshop for non-profits participating in the project is scheduled for January 2012.

Local businesses have contributed \$1550 in PR\$, to be shared between SFPC and 3 other enterprises.

4.3. B.C. CASA follow-up

Steve has sent Pete the requested information re the wholesale cost of the product but before a local retail price can be determined, shipping and other related costs must be calculated. He has been in touch with Jean McKenzie re her possible interest in being the local coordinator but nothing has been confirmed as yet. The Abundant Pantry will also be explored as a distribution possibility.

Jacqueline will act as follow-up on BC CASA while Pete is away.

4.4. Review amended terms of reference for the project team

Tabled to the next meeting.

4.5. Streamlining new member approval/information

Laura and David presented their rationale for creating a "membership coordinator" on the board. This person would be given authority to approve memberships, since the role would entail receiving applications and updating the database.

In discussion, directors agreed bookkeeping accuracy would be facilitated more easily if receipts were handed out upon payment for a membership share and other financial transactions. It was decided that 3 receipt books would be issued; one to Sharon at Kingfisher Books, since she receives

the bulk of membership applications, one to the membership coordinator, and to be used at events at which financial transactions occur. David agreed to procure and hand out the receipt books.

Laura resolved that we create a new position on the board called "membership coordinator" whose responsibilities are to accept and process all membership forms, keep a register of the membership, and who has the authority to approve membership applications. Passed by consensus.

4.6. Working with First Credit Union and School District #47

Tabled to the next meeting.

4.7. Managing cross border shopping costs

Jan reports that a shipping address can be set up through TSB Shipping at Point Roberts, WA. so that we qualify for free shipping from the US. A Canadian billing address would have to be provided. Items could be picked up by anyone with proof of authorization, picture ID, and the emailed invoice. She will do further research as to exact costs involved.

5. New business

5.1. Co-op momentum fund loan opportunity

This was shared for information purposes only and requires no further discussion at this time.

5.2. Cider Press: Update on forms and channels of communication

Jan submitted the revised FAQ and the waiver and explained the rationale for the changes suggested. A discussion ensued re getting legal advice on the wording of the waiver. It was noted that board members need to be included in the list of people covered in the waiver.

Directors agree that since we are setting precedent through the policies we put in place, we need to make such documents as clear and precise as possible.

Laura will discuss the legal quality of the waiver and get a quote from an appropriate lawyer for a professional review.

David will set up the new contact information for cider press rental on the website.

5.3. Farm to School cider pressing

This is planned for Nov.16. David has volunteered to coordinate this. The rental fee for the press will be waived.

6. Recurring business

6.1. Team Reports

6.1.1. Project Team

David reports that Leslie Forester has asked to be released from her role on this committee. Pat and David remain involved in developing the paper work for processes and procedures. There is still a need for someone interested in providing "stewardship" in the development of, and support to, projects.

6.1.1.1. Dehydrator Order wrap up

It was noted that the finances for this project were run through SFPC and it actually did create a small profit. David will finalize the report with Patricia and bring it for final wrap-up at the next meeting.

6.1.1.2. Almanac Project

Tabled to next meeting. David will follow-up with the group.

6.1.1.3. Canning lid project (profit allocation)

Giovanni notes he sent out a financial report for this project on Sept. 8, which showed that \$40 was set aside for gas money to the Huddlestons who picked up the order, and \$52 each went to the cooperative, the community, and the coordinator.

6.1.1.4. Seed Order final report

An excel spreadsheet with the numbers was attached to an email sent out some time ago. Giovanni will resend the report in a different format because Laura can't open it on her computer.

6.1.2. Event Planning Team

The committee appears to be inactive at this time. Board liaison, Jacqueline, noted there was no summer event, the Fall Fair was the fall event and it is hoped a winter potluck, for which she will assume prime responsibility, will happen in January.

Jacqueline states a request for volunteers for the next event planning team should be put out at the AGM.

6.1.3. TAP team

There has been no meeting recently.

6.1.3.1. Renewing MOU with Wendy and Melissa

Laura will draft a contract with current information incorporated into the past agreement. It was agreed Wendy needs to provide the board with an invoice of what is owed to her after each completed order, with the suggestion that adjustments be made in the next order if there are any changes to the numbers.

The question was discussed as to who owns the TAP ordering program. It is hosted on our webserver and functions under our auspices, but was developed by Barry. Directors agree that the contract needs to reflect that SFPC maintains ownership of the developed program, which would require a programmer to operate. Wendy and Barry's expectations re the program, should they leave, will be addressed in a TAP meeting.

The language in the current MOU with Melissa Call will be fine-tuned in the form of a contract. Laura will also discuss the recent question of a warehouse fee with Melissa.

6.2. Fundraising

6.2.1. "Sponsorship" of project/workshops etc. follow-up

Tabled to next meeting.

6.3. Other business

7. Next meeting

6 p.m., Wednesday, December 5, 2012 at David and Giovanni's: 6916 Invermere Place. Since Pete is away, Rosemary will chair the meeting.