

Tasks and commitments arising from Skookum board meeting of February 6, 2013

	Task/commitment	Who	When
**	Contact First Credit Union to see if they are interested in doing a joint presentation on cooperatives to the business class at Brooks.	Pete	July 2013
***	Follow-up with Rosemary re her part in drafting the terms of reference for the event planning team.	David	May 2013
**	Finalize the dehydrator report with Patricia and bring it for final wrap-up at the next meeting	David	March 6, 2013
*	Talk to Gary Burnikell about the necessary repairs to the cider press.	David	March 6, 2013
	Review the sections on policy currently submitted and provide feedback/comments via email.	All directors	March 6, 2013
	Update history section of the policy manual.	Jan	March 6, 2013
	Work out a design for the new shares and email to directors for approval at March 6 board meeting.	David, Giovanni	March 6, 2013
	put out a call out to the membership to obtain correct mailing addresses.	David	March 6, 2013
	Contact Erin Innes to see if she is available to facilitate the planning meeting of March 4/13 meeting	David	ASAP
	Confirm from previous minutes if the board approves the financial statement prior to the AGM	Jan	March 6, 2013
	Email directors as to current status of individual terms	David	March 6, 2013
	Invite Karen, the coordinator of the Almanac project, to the next board meeting	David	March 6, 2013
	Let Wendy know BC CASA coffee will be on the TAP order form.	Pete	March 6, 2013
	Address concerns related to TAP and local producers, with Wendy	Pete/David	March 6, 2013

Resolutions brought forward at the Skookum board meeting of February 6, 2013

Resolution	Outcome
That the minutes of the previous board meeting of January 2, 2013 be accepted as presented.	Passed.
That the treasurer's report be accepted as presented.	Passed.
That we ask Erin Innes to facilitate the planning session on Mar. 2 and offer to pay her \$150 (\$100 CND and \$50 PR\$s).	Passed.
Commit to pay up to one hour or less for work done by Mary Childs, lawyer, on the cider press waiver.	Passed.
That the contracts with Sunshine Organics and with Wendy Pelton be accepted as of February 6, 2013.	Passed.
That we empower Giovanni to buy up to \$1000 worth of Tattler canning lids before the end of February 2013.	Passed.

Skookum Food Provisioners' Cooperative
Minutes of the board meeting of February 6, 2013

Present

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

Guest Member

No guest attending.

1. 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)

Be it resolved that the minutes of the previous board meeting of January 2, 2013 be accepted with some editorial corrections. 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 January 2, 2013, 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 6.2. ("AGM"); item 6.2.1. (Consensus Workshop at AGM"); item 7.1.1.5. ("Tattler lids") and item 7.1.1.6. ("Rancho Vignola").

1.5. Guest member presentation

None.

1.6. Policy Review

After a review of existing policies, Laura and Jan presented a first draft of a table of contents and the first two sections: Foundational Documents, and Organizational Structures.

In the process of reviewing existing policies, it became apparent that many of them either codify or slightly change the existing rules. Since policy should not be the same as the rules, Laura will continue to review policy re Board Operations and present a draft at the next meeting.

After reviewing project management policies and subsequent board discussions re them, the recommendation is to have an extended discussion at the planning meeting as to how to manage this section. A more detailed sub table of contents will be made available to help focus the discussion. As well, all items in the existing documentation not project management related will be removed.

Overall recommendation: we repeal all existing policies and create a complete new policy manual. There are two options in this regard:

- 1) Complete the new manual, repeal all existing policies and adopt the new manual as a finished document;
- 2) Complete one section at a time. Old policy can remain operational while the more structured approach is developed, which can receive approval in principle section by section. Once this process is completed, all existing policies can be repealed and the new policy manual adopted in its entirety.

Directors appear to prefer option two.

Each section of policy will be notated with a "date approved" and "date reviewed" so that over the course of every year the entire manual will be reviewed by the board.

It was noted we need to include a section entitled "Contractors" (2.4.) as a category under "Organizational Structure" since there are numerous coordinators of projects, such as TAP and others, who receive a fee for their services. We need to ensure that under employment law they are not considered Skookum employees.

Directors are asked to review the sections submitted and provide feedback. The tidied draft will be circulated by email.

It was noted the section on "History" needs to be brought up to date. Newly initiated or dropped activities need to be included but only significant milestones are pertinent to the purpose of this section. Jan will update this section and circulate it via email.

2. Correspondence

No correspondence.

3. Treasurer's report

No formal financial statement is available due to Melissa's workload at this time of year. Laura will forward a copy when she receives it.

Current Bank balances is \$4090.49 in chequing and \$714.47 in Savings. Approximately \$200 of this is in PR\$s.

Be it resolved that the treasurer's report be accepted as presented. Accepted by consensus.

3.1. Adoption of a formal budget

The proposed budget for 2013/14 was circulated in November. Estimates are based on last years' numbers, projecting ahead from that.

The goals/intentions of having a proposed budget are:

- Regular, ongoing expenses are reflected within the budget so that expenditures in budgeted categories can be made without preapproval;
- Will clearly show expenses and income so that tracking of actual costs and profits is clearly defined; without a clearly delineated cash flow, we have a false sense of where we are financially.
- NOTE: At \$30,000 income within the fiscal year, we are responsible for GST. (Once there is a pattern that the business is not reaching this cut off, application to be de-registered can be submitted but this is a complicated process.)
- Consideration can be given to the establishment of a reserve fund, so that there is a 3-month cushion for operating costs, giving Skookum some room to maneuver.
- Assist in setting of a fund-raising goal.

Recommendation: table for further discussion at the Strategic Planning Meeting on March 2, 2013.

4. Acceptance of new members:

One new member was received: Margaret Thistle

5. Business arising from previous minutes

5.1. Discussion of Consensus Model

Agreed we will use the consensus model as standard practice, and fall back on the rules for decision-making as needed.

5.2. Distribution of share certificates

David suggested new share certificates be designed and that all old shares be replaced with these new, numbered shares, to be mailed out with the notice of the AGM. He feels duplicates are not necessary since all the information is saved in the membership book.

David will work on the design with help from Giovanni, and send it out for approval at the March meeting.

Jacqueline has a quantity of good quality paper that she is willing to donate for printing the shares. David will put a call out to the membership to obtain updated mailing addresses.

5.3. Strategic planning session with budget and goals (location and agenda)

Since David and Giovanni will be away on Feb.16, the meeting has been changed to March 2/13 at 9:30 AM at Laura's house, 6370 Oak Street.

Agenda items include 3 areas of primary focus:

- Project management: policy and procedures related to member projects (directors will receive related information for review ahead of time). Laura notes some of the discussion will be, of necessity, philosophical vs. practical. Further policy will be drafted based on this conversation.
- Fundraising - for what purpose; targets; from what sources etc.
- Member engagement strategies for the next year.

The question of hiring a facilitator for the meeting was discussed.

Be it resolved that Erin Innes be asked to facilitate the strategic planning session on Mar. 2 and offer to pay her \$150 (\$100 CND and \$50 PR\$s). Passed by consensus.

David will contact Erin to see if she is agreeable to this proposal.

5.4. Member Skill survey update

Giovanni has posted the on-line survey with Feb. 14 as the deadline. He may consider offering a prize of a pair of free tickets to the Film Festival as an incentive.

5.5. Update on PR Dollars.

There is a workshop for non-profit organizations scheduled for Friday, February 8 at 1 PM, which both Laura and Melissa Leigh, and possibly Pete and David, will attend. Laura is receiving the newsletter and reports new businesses are coming on board every month. Purchasing power with PR\$s is a little complicated because there is no coin change for the PR\$s. Despite these few quirks and challenges, overall the concept is being well received locally.

5.6. Approve amended terms of reference for the project team

This is tabled for the time being.

5.7. Working with School District 47 and First Credit Union

This will be put on hold until early summer.

5.8. Support for Permaculture Design course

Pete talked to Kevin Wilson and a sub account, to which those interested can directly assign PR\$s in support of the Permaculture design course, has been created.

5.9. Quotes from Cooperators' Insurance

Laura has spoken with an insurance broker through Cooperators who will get us a quote. The cost will likely be more than we can afford at this time.

5.10. Cider Press: review of waiver

Laura has found a co-op lawyer willing to look at the waiver. She charges \$250/hour and we must pay for the time she uses although she will let us know if she requires more time than we agree to. If we have a good waiver the money would be well spent as a protection against a potential lawsuit.

Be it resolved the board commit to pay up to one hour, or less, for work done on the waiver by Mary Childs, lawyer. Passed by consensus.

6. New business

6.1. Implication of cooperatives moving under Federal jurisdiction

There are none, because we are not a federally incorporated cooperative. Affected cooperatives will be under the jurisdiction of Industry Canada.

6.2. AGM

Scheduled for Thursday, May 2, 2013. Laura notes that from a finance point of view, time in April is needed to get the books in order. Jan will confirm from previous minutes if the board approves the financial statement prior to the AGM.

Jacqueline volunteered to manage refreshments for the meeting.

The discussion about the need for, and mandate of, a nominating committee was tabled to the next meeting. David will email directors as to current status of individual terms.

Will have a brief AGM potentially followed by a workshop with the possible preamble of "How does consensus work - because we're about to use it".

Location of AGM to be determined.

6.2.1. Consensus workshop

Discussion ensued regarding the possibility of offering a short workshop on the consensus model with a view to enabling members to engage in taking ownership of the cooperative.

Noting that directors have worked at gaining a clear sense of consensual goals for the next year, the challenge would be to create a manageable framework within which the membership could define where they want their board to put their energy, and how they are going to focus their own energy in supporting that. Reference could be made to the skills and interests inventory in creating member-defined goals and then focus this on where people want to cooperatively put their energy for the next year. It was agreed that a consensus model workshop could possibly create the umbrella under which this discussion unfolds.

Directors agreed to wait until after the planning meeting of Mar. 2 before committing to this scenario.

7. Recurring business

7.1. Team Reports

7.1.1. Project Team

Project team has disbanded. David is hoping to talk to Erin Innes to get ideas re how to recruit new members.

7.1.1.1. Dehydrator Order wrap up

David is meeting with Patricia as soon as possible.

7.1.1.2. Almanac Project

David will invite Karen, the coordinator, to the next board meeting, to help determine the future of the project and her role in it.

7.1.1.3. B.C. CASA Report

Jacqueline is happy to take on a coordinating role in this project and will be the liaison with Stephen, the Vancouver coordinator. The final costs for the product are not yet finalized. Specifically, the time line from order to delivery must be known if the coffee, which will be shipped to Powell River by bus, is to be sold through TAP, since delivery date must mesh with the closing of the TAP order. It was noted that TAP applies an automatic 8% markup to all products.

If need be, Jacqueline can store the coffee at her house until the TAP pickup date.

Pete will let Wendy know the coffee will be on the TAP order form.

7.1.1.4. Seed Project 2013 update

The operators of Eternal Seeds attended the recent social event and seemed pleased with the outcome, stating they had made some good contacts.

Giovanni ordered a variety of cover crop seeds and notes that for this year, they will be given away as samples at Seedy Saturday.

7.1.1.5. Tattler Lids

Lids are being offered for sale at 25% off for the month of February. The savings could be passed on to the members.

Be it resolved that we empower Giovanni to buy up to \$1000 worth of Tattler canning lids before the end of February 2013. Passed by consensus.

7.1.1.6. Rancho Vignola

David has done a closing report though the financial report has not yet been confirmed with Melissa.

7.1.2. Event Planning Team

There is no team at this time. Term of reference need to be developed before another team is to be organized. This will be a continued discussion.

7.1.2.1. Winter member event review

28 people attended this event, which was a fun and good evening. Two weeks notice for such events is sufficient.

7.1.3. Abundant Pantry Bulk food Buying project team

Some concern was expressed about inviting non-professional producers to sell garden produce and canning through TAP, particularly in view of food safety issues. David and Pete will address the concerns with Wendy.

7.1.3.1. Renewing contracts with Wendy and Sunshine Organics

Laura proposes that these serve as templates for future coordinator contracts.

Be it resolved that the contracts with Sunshine Organics and Wendy Pelton, with some editorial changes as noted, be accepted as of February 6, 2013. Passed by consensus.

Laura will sign on behalf of Skookum.

7.2. Fundraising

No report.

7.3. Other business

None.

8. Next meeting

6 p.m., Wednesday, March 6, 2013 at David and Giovanni's: 6916 Invermere Place.