

MINUTES (FINAL)
Karma Food Cooperative: Board of Directors Meeting
Thursday, December 16, 2004 (7pm)
St. Alban's Boys and Girls Club

Board

Present: Nina Bregman (Business Planning Committee Liaison), Grif Cunningham (Member Labour Committee Member), John Deluca-Howard (Promotions Committee Liaison), Jason Diceman (Web Committee Liaison and AGM Committee Liaison), Melissa McDonald (Chronicle Committee Liaison and Food Issues Committee Liaison), Amy Stein (Treasurer and Finance Committee Liaison), Christie Stephenson (Secretary and Promotions Committee Member), Andy Summers (Vice President and Supervisory Committee Liaison).

Regrets: Lachlan Story (Business Planning Committee Member and Member Labour Committee Liaison).

Staff

Present: Sarah Fairley (General Manager)

1. Approval of Agenda

Agreement by consensus to approve the agenda with no amendments.

2. Correspondence and Announcement

Christie reported there had been no correspondence from members or email messages sent to the board.

3. Minutes

Agreement by consensus to approve the minutes of the November 2004 board meeting.

4. General Manager's Report

4A. Update on Staff Bonuses (Sarah)

Sarah reported that staff bonuses were paid out on December 3rd. The global bonus for this year was \$2,160 - which is consistent with last year's global bonus level. Bonuses were distributed according to a matrix developed by the General Manager (with the assistance of the Treasurer). One adjustment was made to the sums distributed to individuals to ensure that no employees received less than they had in 2003.

4B. Report on GM/Staff Meetings (Jason)

Jason reported that he had two one hour meetings with two sets of staff so that all staff were consulted on the issue of how the new GM is hired and how this person will be evaluated. He also worked with Sarah Fairley to generate a list of required GM qualities. Below are suggestions and insights that came from this work.

Criteria for New GM

Personality-Type Considerations

Must Have

- Able to make quick decisions in emergency situations
- Confident decision-making ability
- Great respect for the experienced staff
- Creative vision
- Project follow through
- Inspiring leadership
- Ability to lead teams that include strong personalities
- Motivated independent learner
- Able to push for support of your opinion when necessary
- Strong work ethic with minimal supervision

Should Have

- Comfortable relating to a diversity of characters
- Patience
- Clear expectations

Would be Nice

- Someone staff can "relate to"
- Outgoing personality
- Personable with diverse characters

Experience and Skills

Must Have

- Strong communication skills, both written and verbal
- Excellent listening skills
- Financial management skills
- Strong supervisory and team building skills
- Previous experience managing people
- Knowledge of natural food industry
- Previous experience working in informal work environments
- Able to work evenings and weekends
- Able to be on call 24/7, except during prearranged vacations

Should Have

- Previous retail experience
- Previous retail management experience
- Working on or with a board of directors
- Diplomacy and negotiation
- Attention to detail
- Strong planning, scheduling and project management skills
- Marketing skills

- Strong "business sense"
- Volunteer management experience and/or training
- Strong customer service skills
- Familiar with current trends in merchandising
- Previous HR experience and/or training
- Previous experience supervising staff
- Comfortable using e-mail and office software

Would be Nice

- Familiar with general technical maintenance and repairs or ability to learn
- Able to represent the co-op in a professional manor when meeting with creditors or leaders in the co-op movement
- Good smoozer
- Familiarity with the co-op movement

Concerns

- Someone who does not appreciate how things already work
- "Big ideas", wants quick change
- Not committed to co-op, community and green values
- Already held assumptions, know-it-all
- "Corporate" type boss
- Someone who is not on the floor, always in the office/at home
- Always wants to be buddies, afraid to reprimand, too soft

Suggestions for Evaluation

- Staff liaison should stay in contact with staff to hear about any concerns or issues and report to the board
- A similar set of questions about GM progress should be independently asked from the staff (through informal short meetings) and with the new GM. Any major differences of opinion will signify potential issues that need to be addressed. E.g. If staff think the GM is weak on pricing knowledge, and the GM thinking he has it down-pat
- Long meetings or detailed forms are not appreciated by the staff, but some staff are willing to write reports if requested.

Jason also noted that the staff liaison would be changing as the individual currently holding this position is going on a maternity leave.

Jason and Sarah reported that going forward staff "check-ins" would be held by the Supervisory Committee and that Sarah and the new General Manager would set up a feedback system for the first three months of the new GM's tenure.

4C. Dotmocracy Results (Jason)

Jason provided (in a PDF format) and explained the results of the Dotmocracy process that took place at the General Meeting in October.

4D. Report of the Hiring Committee (Andy)

Agreement by consensus to postpone discussion of this item until Andy's arrival.

5. General Manager's Report (Sarah) [10 minutes]

Note: Where possible I have provided the information that would have been reported at the October and November board meetings, had regular meetings occurred.

Payments to the Receiver General are up to date.
PST and WSIB payments are up to date.

Sales & Expenses:

Sales were below for the month of September.
Expenses were below for the month of September.

Sales were above for the month of October.
Expenses were above for the month of October.

Sales appear to be below for the month of November.
Expenses appear to be on target for the month of November.

Sales appear to be on target for the month of December.
Expenses appear to be on target for the month of December.

Staff:

- No staff changes occurred in October, November or in this first part of December.
- On November 24th the staff was informed of the GM's intentions to resign . (Please see the report of the hiring committee)
- Karma's staff structure is stable and is capable of maintaining operational standards through a GM transition period of approximately one month.

Capital Changes:

- Nothing to report.

Operational Changes:

- Changes to store hours will be a subject for the new GM to consider.

Member Labour:

- Member labour turnout for in store jobs was poor in November and continues to be poor through the first part of December. Changes to the member labour system implemented in June may be a factor in the poor turnout. This will need to be studied in more detail by staff or the member labour committee.
- The member labour shortage has resulted in staff spending an increased % of their time operating the cash register and an ongoing backlog of bulk products needing to be bagged.
- The current shortages are being accomodated without increasing staff hours or significantly decreasing service to members, however, if this problem persists new long term strategies will need to be developed.

Miscellaneous Items:

- Nothing to report

Announcements and Questions to the board and committees:

- Nothing to report

Action Items:

- Primary focus is on hiring the new GM, tying up loose ends and preparing for the orientation of the new GM.

Discussion:

- Sarah noted that the primary member labour problem was that members were not signing up for shifts, not that they were signing up and then missing shifts. She said she hoped this was something the Member Labour Committee would be addressing.

6. Executive Reports

6A. **Vice-President** (Andy)

No report submitted

6A. **Treasurer** (Amy)

Action Items Completed:

- Detailed discussion with Sarah Fairley re. her thoughts and suggestions for treasurer
- Received October financial statements and did preliminary review

Action Items Not Completed:

- Analyze the "dairy" and "supplements" categories from the November semi-annual inventory, as test cases to gain better understanding of shrinkage
- Create financial model to improve understanding of Karma's finances
- Find or create a description of the treasurer's role and responsibilities

Announcements to the board and committees:

- The November statements are not available yet, as the bookkeeper has been occupied with work on 2005 software
- Year to date ("ytd", currently July - October), Karma lost about \$9,300, which is an improvement over a budgeted loss of \$12,000 (ytd)

Discussion:

- Amy noted that the coop is still losing money but so far this year it is losing less than was budgeted.

6A. **Secretary** (Christie)

Action Items Completed:

- Draft November 2004 board meeting minutes and distributed to directors for review
- Amended October 2004 board meeting minutes and submitted for website posting
- St. Albans has been booked for January 2005 to September 2005 for board meetings the fourth Thursday of each month
- Checked Karma board email account for messages intended for the board
- Submitted AGM Bylaw changes to Brian Iller, Karma's legal counsel
- Completed and filed Notice of Change by an Ontario Corporation (Form I and Schedule A) to the Ministry of Consumer and Business Services to update Karma's changes in Officers (changes in directors were filed the previous month)

Action Items Not Completed:

- Update Karma Bylaws with AGM changes, post to website and submit to Brian Iller

7. Committee Reports

7A. Annual General Meeting Committee (Jason)

Date of last meeting: the Oct 20 2004 AGM.

Date of next meeting: none planned

Action Items Completed:

- Dotmocracy results have been compiled
- A brief report was submitted to the Chronicle
- The AGM web binder page has been updated with suggestions for future years.

Action Items Not Completed:

- Post dotmocracy results on the store bulletin board
- Get more input and refine on AGM suggestions in web binder
- See if Friends House is available for Monday Oct 2005

Announcements to the board and committees:

- See the dotmocracy results

7B. Business Planning Committee (Lachlan/Nina)

Dates of last meetings: Nov. 4th, Nov. 15th, Dec. 02nd

Date of next meeting: TBA

Note: This report is not a good format to update the new Board members on the entire history of and rationale for this committee, but perhaps we can devote some time at our next meeting to talking more about this committee in detail.

Action Items:

- The Committee has been made aware of the changes to the Board, and the addition of a new Board member on the committee.

Announcements to Board and Committees:

- Over the last couple of months, the committee has written and submitted a grant application to the Ontario Co-operatives Association for fund to conduct a comprehensive business planning review of Karma. We hope to hear back from them by January at the latest about how much money we can get for this project. At this point the intent is to hire a consultant to lead a review of the co-op, providing us with a concrete business plan for the next several years.
- Work is being done to try and find new methods to solicit feedback from our members about their co-op and retail opinions and experiences at Karma, so that the committee has a better idea about recommending change to the co-op. An in-store dot-mocracy project is being worked out.

Board Discussion Item:

- Once the dust settles on our GM and Presidential situation, we will be in a better place to evaluate how this committee should work with the Board. Currently, as the committee membership has changed, it is unclear how decisions should be made around hiring a consultant, and conducting a review in general. The Board needs to think about this – what is the most effective way for this committee to operate in its work during the winter? This involves thinking about committee membership (ie. How many Board members and who, staff involvement), methods of reporting to the Board, and to what extent the committee can make decisions independent of Board consultation (or what type of decisions).
- Specific details of Karma's direction need to be talked about at the Board level, so that the work of the committee and any future consultant can be effective. Our willingness or interest in moving locations and/or expanding are key issues that need to be at least talked about at the Board level.

7C. Chronicle Committee (Melissa)

No report submitted

7D. Finance Committee (Amy)

Date of last meeting: August 28, 2004

Date of next meeting: during week of Jan. 3

Action Items Completed:

- Contacted the 4 non-board members of the committee
- Started discussing meeting times, agenda and general goals

Action Items Not Completed:

- Set meeting dates
- Finalize Finance Committee Manual (currently in draft form)
- Set committee goals for year
- Check autocredit status of committee

7E. **Food Issues Committee** (Melissa)

Action Items Completed:

- Messages left for the committee, but haven't heard back.

7F. **Member Labour Committee** (Lachlan)

Dates of last meetings: Oct 20th and Nov 9th

Date of next meeting: TBA

Announcements to Board and Committees:

- The committee has continued in its work supporting the Membership secretary in conducting monthly reconciliations of member cards. We do half the cards every month. Thus far, this has gone well. Calling members on a monthly basis who are behind has also continued.
- Beyond the above, the committee has met to discuss what other initiatives might be helpful for supporting the working member system. Currently, there is a need to better data collection on member labour in general, and specific work to evaluate the effectiveness of the recent changes to our regulations. This work is currently moving forwards slowly, but more direction and support from the Board and/or staff would perhaps be helpful. Data base management is another issue that has been raised – our current system could use some work!

7G. **Promotions Committee** (John)

Date of last meeting: NA

Date of next meeting: NA

Action Items Completed:

- John has contacted the former and current committee members.

Action Items Not Completed:

- Need to set a date for training with the Web Committee

7H. **Supervisory Committee** (Andy)

No report submitted

7I. **Web Committee** (Jason)

Date of last meeting: the Dec 13 2004 .

Date of next meeting: January ?? 2005

Action Items Completed:

- karmacoop.org/news can now be updated via the web binder
- Site Map almost done

Action Items Not Completed:

- Important email accounts all using either web mail and/or IMAP – not POP3. Requires listing of email accounts and training/technical support of members/staff.
- Train Promotions Committee to update News using web binder.

Announcements to the board and committees:

- Promotions Committee, we need to set date for training.

8. New Business

8A. Board communications (Jason)

Jason led a brainstorming session on communication at the coop between members, staff, committees and the board. He said he would collate the results and devise a draft communications policy.

9. Previously Tabled Items

9A. Report of the Hiring Committee (Andy)

Agreement by consensus to move in-camera.

Motion passed unanimously to confirm the recommendation of the Hiring Committee that Graeme Hussey be hired as Karma Food Cooperative's General Manager based on terms to be negotiated by the committee.

10. Questions for the Board

10A. Treasurer: What financial information does the board want presented at meetings, and in what form?

Agreement by consensus for Amy to produce and present at board meetings a single income statement page as the financial report.

10B. Finance Committee: Have other committees finished creating their committee manuals?

Liaisons indicated that no committee has finalized a committee manual to date.

11. Adjournment

Agreement by consensus to adjourn.