

KARMA CO-OPERATIVE BOARD OF DIRECTORS

Minutes for meeting of Monday, October 24, 2009, 4.15 – 5.30 p.m.

26 Page St.

Directors present: Arel Agnew, Corey Berman, Hilary Gibson-Wood, Arthur Jacobs, Howard Kaplan, Angela Lee, Reg McQuaid, Sarah Pretty, Danielle Thibodeau.

Regrets: Benjamin Watts

Chair: Sarah Pretty

Note-taker: Reg McQuaid

1) Call to order.

Meeting was called to order at 4.15 pm.

2) Approval of Agenda

The agenda as circulated was approved.

3) Board Protocols

General:

Anyone can bring a resolution to the table (no seconder needed).

The board has to be very clear about what they are voting on.

The secretary has to record the motion and vote.

We will not use a voice recorder.

We will omit the conflict of interest item from the minutes, unless such a conflict is declared.

Meeting schedule:

We will continue to meet on the first Monday of each month. In case of holiday we will reschedule accordingly.

Items for the agenda are to be sent to the president by Wednesday evening, with the agenda sent out on Friday.

Karma board list:

It should contain just the 10 board members. Justin can be cc'ed when necessary.

4) Election of Officers

Resolved that the description of officers' positions as outlined in the orientation materials (see appendix to these minutes) be accepted. Moved by Sarah. All in favour.

Moved, to elect Sarah Pretty as the President of Karma Co-operative, effective immediately, with the authority and responsibilities as described in the position description approved by the Board on October 24, 2009, and with the understanding that some of those duties may be reassigned at future meetings.

Moved, to elect Reg McQuaid as the Treasurer of Karma Co-operative, effective immediately, with the authority and responsibilities as described in the position description approved by the Board on October 24, 2009, and with the understanding that some of those duties may be reassigned at future meetings.

Moved, to elect Howard Kaplan as the Treasurer of Karma Co-operative, effective immediately, with the authority and responsibilities as described in the position description approved by the Board on October 24, 2009, and with the understanding that some of those duties may be reassigned at future meetings.

The vice-president will be elected later, with the other board members agreeing to help out in the interim.

5. Role and Membership of the Supervisory Committee

The supervisory committee will be composed of Sarah and Corey. Corey will be the main liaison with Justin, and will also attend the finance committee meetings with him. Justin should come to all board meetings.

One of the first tasks of the Supervisory Committee will be to conduct the general manager's job review, and update his job description. Since previous board members Donald Altman and Harry Koster were part of his hiring, they should be consulted regarding the job review.

6. Role and membership of the Negotiations Committee

It was agreed that the negotiations committee will be composed of Howard, Arel and Margaret Knittl. They will work with negotiator Ken Godevenos in the ongoing negotiations and report back to the board. A formal mandate will be presented for approval at the Nov. 2nd meeting of the board.

7. Agenda for board meeting of Monday, November 2nd.

Ken Godevenos will be at the meeting to give an update on the negotiations. A draft agenda for the Nov. 2nd meeting is contained in the orientation materials. Any suggestions on changes to this agenda can be communicated to Howard.

8. Continuation of Financial Discussion from AGM

Donald Altman has said that the common room at their condo (at 82 Isabella St.) can be made available for free for a town hall meeting to continue the financial discussion introduced by Corey at the AGM. Suggested dates are Sunday afternoons, Nov. 15, 22 or 29. Corey can't make the 29th, but another agenda item could be possible for a town hall meeting on that date. We could ask the new Community Development Committee to arrange the meeting. We will discuss this proposal in more detail at our next meeting.

9. Adjournment

Motion to adjourn the meeting at 5.30 pm. Moved by Reg McQuaid. All in favour.

Next Meeting: Monday, Nov. 2, 7-10 pm, at Art Jacobs' house, 90 Olive Ave.

APPENDIX: DESCRIPTION OF OFFICERS' POSITIONS

President

(Last revised by the Board on 24 October 2009)

Legal qualification:

A member of the Board of Directors

Practical qualifications and competence:

Ability to chair meetings of the Board and of the membership

Ability to provide leadership to the Board

Ability to represent the Board to the members

Previous Karma service on the Board or on a policy development committee

Official duties:

1. Prepare agendas for Board meetings
2. Direct the Secretary to convene meetings of the Board and members
3. Chair meetings of the Board *
4. Chair meetings of the members or consent to appointment of a facilitator *
5. Sign documents, such as by-laws changes, that explicitly require the President's signature *
6. Sign documents, such as contracts, for which the President's signature is customary
7. Chair the Supervisory Committee
8. Take emergency action, under general guidelines issued by the Board, to protect the co-operative or its assets
9. Provide written guidance for the successor President concerning the status of any projects or initiatives passed from one Board to the next

Notes:

The by-laws do not specify that, at Board meetings, the President does not ordinarily vote, nor do they specify that the President has a second or casting vote. The President has a single vote, as does any other director.

* These legal responsibilities of the President cannot be delegated to anyone else. However, the Vice-President can assume any of these responsibilities when the President is unable to act.

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Vice-President

(Last revised by the Board on 24 October 2009)

Legal qualification:

A member of the Board of Directors

Practical qualifications:

The same as for the President

Official duties:

1. To perform any of the duties of the President, in the President's inability to act

Notes:

In some circumstances, where an action is legally assigned to the President, the Vice-President may need to explicitly note that she or he is acting, signing, etc. as the substitute for a President who cannot perform that action.

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Secretary (Last revised by the Board on 24 October 2009)

Legal qualification:

A member of the co-operative, not necessarily of the Board of Directors

Practical qualifications and competence:

Good organizational skills

Good writing and editing skills

Good word processing and email skills

If not a Board member, an ability and willingness to nonetheless attend frequent Board meetings

Official duties:

1. Issue official notices of Board and members' meetings
2. Receive official communications on behalf of the Board and, where appropriate, refer them to individuals or bodies other than the whole Board for initial handling
3. Ensure the timely collection, review, distribution, and proper filing of accurate minutes of Board and members' meetings
4. Sign or seal documents, such as by-laws changes, that explicitly require the Secretary's signature or the co-operative's seal *
5. Sign other documents as required
6. File requisite documents, including financial documents, with the Ministry
7. Oversee the maintenance of Karma's membership records and their compilation into statistical reports (parallel to the Treasurer's similar responsibility for financial records)
8. Ensure the completeness, integrity, and safety of Karma's official records and corporate seal, even when (as in the case of financial records) some other officer or body is responsible for their contents
9. Serve as Karma's principal contact with its lawyer
10. Serve as the Board's principal internal authority on legal matters
11. Maintain a convenient, accessible file of key resolutions, mandates, and other material expected to be of continuing importance to the Board or membership, separate from the minutes of meetings producing such documents, and separate if necessary from the official copies
12. Have custody of the files of materials needed for annual events, such as the AGM or Board orientation, even when other individuals are responsible for updating those files
13. Provide written records of filing systems, calendars, and other material sufficient for the successor Secretary to assume the duties of the position

Notes:

In practice, many of these duties are shared with a Recording Secretary, the Membership Secretary, or other staff, but the Secretary is responsible for supervising them on behalf of the Board

* These legal responsibilities of the Secretary cannot be delegated to anyone else.

MINUTES: Oct. 24, 2009

Treasurer (Last revised by the Board on 24 October 2009)

Legal qualification:

A member of the co-operative, not necessarily of the Board of Directors

Practical qualifications and competence:

Understanding of bookkeeping and accounting procedures

Understanding of financial instruments, procedures, and documents

Understanding of financial modeling and planning

Good spreadsheet software skills

If not a Board member, an ability and willingness to nonetheless attend almost all Board meetings

Official duties:

1. Ensure the safety of Karma's financial assets on deposit at financial institutions
2. Ensure the safety of Karma's cash handling and banking systems at the store
3. Ensure the accuracy and adequacy of Karma's bookkeeping procedures
4. Ensure the timely production of accurate monthly and annual financial statements
5. Ensure that the formats of monthly and annual financial statements and of any budgets meet the needs of the Board, the General Manager, and the Finance Committee
6. Be an ex officio member of the Finance Committee and the Board's liaison to it
7. Sign documents, such as contracts, that customarily require the Treasurer's signature
8. Prepare budgets for both regular operations and special projects
9. Prepare financial documents, as required, for the Secretary's filing with the Ministry
10. Serve as Karma's principal contact with the auditor and facilitate the auditor's work
11. If a director, be one of the two directors who signs the audited statement for the Board
12. Serve as the Board's principal internal authority on financial matters
13. Ensure that Karma is in compliance with all laws relating to taxation, borrowing, lending, bookkeeping, and other financial matters
14. Provide written records of filing systems, calendars, and other material sufficient for the successor Treasurer to assume the duties of the position

Note:

In practice, many of these duties are shared with the Finance Committee, the General Manager, the Bookkeeper, or other staff, but the Treasurer is responsible for supervising them on behalf of the Board