

KARMA CO-OPERATIVE BOARD OF DIRECTORS

Minutes for meeting of Monday, November 16, 2009, 7 – 10:00 p.m.

Arthur Jacobs' home, 90 Olive Ave.

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

Regrets: Danielle Thibodeau

Staff Present: Justin McNabb (General Manager)

Chair: Sarah Pretty

Note-taker: Ryan Fobel

Minutes editor: Reg McQuaid

1) Call to order

Meeting was called to order at 7:05 pm.

2) Approval of minutes from previous 2 meetings

October 24th meeting:

- a. Amendments made included role and membership of negotiations committee and description of officers, as per sent out by Howard.
- b. Amendment to text of motion appointing officers. There was a specific wording used to describe positions. This was not reflected in the minutes.

Moved to delegate Howard to update the minutes with this text. Moved by Reg. All in favor. Motion passed.

Nov 2nd meeting:

- c. Howard had several comments, specifically with the recording of Ken's comments. He will email them out. He suggested that when board members are presenting lengthy or complex materials, they should email a copy of what they are presenting to the minute taker to ensure accuracy.
- d. There was a discussion as to whether Ken's report and discussion should be recorded in the minutes since they were *in camera*. These should be recorded but not posted for public access. We need a policy for these issues. Also the board needs to start thinking about web

repositories of documents – one public, one for current board members, and maybe other categories. This is especially important now that we are dealing with union and personnel issues.

3) General Manager's monthly report (for October)

- a. There were lots of sick staff members (on the same day), but it passed quickly and didn't seem to be a problem. Other organizations are making H1N1 contingency plans, but Justin is not sure that we need to, since it is possible to keep the store open with one person.
- b. Currently, we are paying a couple of Karma members to fill shifts (not allowed to do with union contract). There is one staff member on maternity leave, but she is talking about coming back for Saturday shifts.
- c. A benefit of unionization is that we should expect more dedication from staff; currently scheduling is very flexible (e.g. nobody wants to work weekends), but in the future, staff will have contracts and schedules will be more structured.
- d. Membership numbers continuing to rise, up to 900 at end of October.
- e. A completed member's room is very important to grow and maintain membership. Some committees are really struggling and need a place to meet. There isn't really a lot of work left to do, and this has gone on for way too long. Art will talk to Mark and try to get things done by the next meeting. It was suggested that Art be given the mandate to get it done, but there are issues as to whether he has the legal authority to do so.
- f. November 1st inventory had a big volunteer turnout, leading to extensive recounts and therefore a very accurate inventory. Howard developed spreadsheet to streamline entry of information.
- g. The new cash registers are ready, will be picked up tomorrow morning. There have been lots of delays, thought to be because this is the first installation of this system by the company supplying the machines. GM sees many benefits to new system: prices on shelves instead of stickers, improved look, labour savings. The new system should be ready for Jan. 1st.
- h. Building fee cards are ready to go. The building fee is a potential problem with keeping new members because it puts them 2 hrs behind as soon as they join. This may be causing people to leave.
- i. There was a discussion of other reason new members get behind on hours (e.g. problems with organizing orientation shifts). This is an important issue that should be discussed at a later date.
- j. The issue was raised that members who decide to work off the fee are docked hours immediately, while those who pay the fee are given a grace period.

Moved that the building fee must be paid or worked off within 3 months from the date that fee collection begins. Moved by Sarah. All in favour. Motion passed.

Moved that the question of what penalty be imposed on those who have not paid the building fee by March 15th, 2010 be tabled until the January board meeting and that the boards decision be publicized by Feb 1st. Moved by Howard. All in favour. Motion passed.

- k. One Karma member suggested a delivery service, and knew of a bike courier service that may be compatible. Getting to Karma in the winter can be difficult (some older members choose not to shop in winter). Justin will look into fees charged by other grocery stores in the area for next meeting.

3) How to interpret financial statements (Corey)

Corey presented the basics of reading a financial statement, summarizing a handout that was distributed at the meeting.

4) Treasurers report (Howard)

- a. Shrinkage is down from last year (gross margin is up), shrinkage seems to be under control.
- b. Karma lost \$200k in sales last year because of renovations, lower sales, and lost membership. We don't know how long recovery will take.
- c. There is going to be a delay in getting the offering statement approved by government in order to get more big-buck loans. This needs to be rewritten and resubmitted.

5) Discussion of board roles and election to unfilled positions

- a. There was discussion of roles that board members may choose to fill including:
 - Vice President
 - Supervisory Committee
 - Communications secretary
 - Committee Secretary
 - Community Engagement
- b. Hillary and Ben expressed interest in working as Communications Secretaries, Angela as Committee Secretary, and Danielle (not present) as Community Engagement. All of these people will draft position descriptions for the next meeting.
- c. There as a discussion of the need for a Policy Consolidation Secretary. Sara will look into finding someone to work on policy issues.

6) Posting of documents to the web

Sara and Howard will talk to Jason Moore about how we might develop an online repository for documents.

7) Minutes from AGM

Proposed announcement of the draft minutes of the 2009 Karma AGM:

Prepared by Howard Kaplan, November 8, 2009

Members of Karma Co-operative,

We are now ready, only slightly behind the promised date, to circulate the draft minutes of the recent Annual General Meeting and to ask for your comments and corrections.

These minutes were primarily recorded and prepared by Karen Kaplan, with some help from Howard Kaplan.

As originally prepared, the minutes occupied about 15 pages. The material in these pages is important and is, we believe, a reasonably accurate (although condensed) record of what was said and done in the meeting. However, we cannot realistically expect members to review and seriously evaluate a document of this length, prior to granting formal approval at the 2010 AGM. Therefore, we have renamed this document the **Discussion Record**. From this document, Karen and Howard have extracted a 5-page summary, including all of the formal motions but only very condensed versions of the discussions and questions surrounding those motions. We propose that this shorter document be treated as the formal **Minutes** and approved at the next AGM. The Discussion Record will be cited as an appendix to the minutes, so it can be filed with the minutes and its contents not be lost. The Discussion Record will not be a formally approved document, although we are making a serious effort to make it as accurate as is practical, given its size.

At this time, we are asking all members who attended the AGM to review both documents and to suggest any corrections or important additions. These documents are available on the Karma web site at [URL needed here], and there will be a few reference copies that can be read in the store but not taken away. If you have any comments on these minutes, please either send email to **agm2009minutes@karmacoop.org** or leave a note in the Board box in the office, clearly marked "AGM 2009 minutes comments". We will be accepting these comments until Monday, January 4, 2010.

Based on these comments, we will post revised versions of these documents early in 2010 and will bring the revised version of the Minutes, but not the Discussion Record, to the 2010 AGM for approval.

Moved, (1) to ask the Chronicle to distribute Howard's letter about the minutes and discussion record of the 2009 AGM, and (2) to ask the Web Committee to post those two

documents for member review and setup the email address for replies. Moved by Howard. All in favour. Motion passed.

9) Plans for follow-up session to the AGM

Board decided that an AGM follow-up session for Karma members should be planned for mid to late January at Donald Altman's co-op community room, 72 Isabella St. Sarah will email Donald about setting it up.

10) Report of the contract negotiations meetings (*in camera*)

11. Adjournment. The meeting adjourned at 10.30 pm.

Next Meeting: Monday, December 7th at 7 pm, at Art Jacobs' house, 90 Olive Ave.