

KARMA CO-OPERATIVE BOARD OF DIRECTORS

Minutes for meeting of Monday, February 1, 2010, 7:05 p.m.

Arthur Jacobs' home, 90 Olive Ave.

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

Regrets: none

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 7:05pm.

2) Sarah stepping down as President of the Board

- a. Sarah Pretty announced that she will have to step down as President of the board. She is willing to remain on the board and to share the leadership until the beginning of May. She will submit an official letter of resignation for the next meeting.
- b. Art raised the point that the board may need to be restructured. The role of President may be too overwhelming for a single person to take on.
- c. Sarah was asked which duties were consuming most of her time, to provide the board with an idea of how the job may be divided so that it is more manageable.
- d. Sarah replied that the major issues consuming her time were keeping up with emails, and the workload relating to the day-to-day negotiations.
- e. Howard was surprised that the negotiator was contacting Sarah directly instead of going through the negotiating committee. Sarah said that it was not by her choice, and that she had told this to Ken (the negotiator) multiple times.
- f. There was a brief discussion as to whether or not a President was needed in order to sign the union agreement. Sarah agreed that she would remain as President officially for the near future, and would be willing to sign the collective agreement on the advice of the board.
- g. Sarah would also prefer to step down from the Supervisory Committee, but would be willing to work on the Membership committee.

- h. Several members of the board asked if Sarah could make a list of the duties that she found particularly overwhelming to see if some of those roles could be delegated to other officers.
- i. Howard (quoting the bylaws) said that the board has a lot of freedom to restructure the role of Presidency to reduce the workload.
- j. Arel expressed potential interest in taking on a larger role now that the negotiations are finished.

3) Approval of minutes from previous meetings

Sarah moved to accept the minutes from the Jan. 4th meeting. All in favour. Passed.

Sarah moved to accept the minutes from the telephone meeting on Jan. 14th. All in favour. Passed.

4) Report from GM

- a. 917 members, up from same time last year but down from 2 years ago and from before renovations.
- b. The members' room is much warmer now and the orientation committee is much happier with the situation. There will be another phase of renovations putting up drywall, etc., during which time the room will be unavailable.
- c. One of the staff members, Sophia Muller, resigned from Karma. Talia McGuire has been hired.
- d. Work on cash registers is continuing and getting close to completion.
- e. Updating of product database will be an ongoing task.
- f. We will be launching a new Karma line of coffee (Fair-trade+ imported from Guatemala and roasted in Toronto); an info article will be in the next Chronicle.
- g. A Karma member did a trial shop with a local bike courier, "Carrier co-op". She had \$200 worth of groceries delivered to her home for \$10.
- h. Howard asked whether or not a delivery service would require member labour to gather the groceries. This is an issue to be further investigated by the supervisory committee.

5) Treasurer's Report (Howard)

- a. The Treasurer's report is attached as an Appendix.
- b. Howard proposed a formal amendment to the minutes of May 4, 2009 clarifying the details of the 2009-2010 membership budget that was passed at that meeting. He moved the following:

The Board hereby amends the minutes of its meeting of May 4, 2009, to add the following section at the end of item 6(i):

On February 1, 2010, the Board amended these minutes to incorporate this specific list of items approved by the motion above:

Income	
16,200	(900 members @ \$18)
Expenses	
600	Members' portion of the audit
2,400	Membership Secretary
1,500	Board of Directors
5,000	Newsletter
2,000	Members' meetings
600	Staff Relations
200	Member Services
200	Food Issues
1,000	Events Committee
700	Outreach
16,200	Total expenses

All in favour. Passed.

c.Howard invited a discussion of his proposed credit policy (page 3 of the Treasurer's report).

d.Corey raised concern that the currently drafted credit policy is too complicated. Corey offered to go over the drafted policy with Justin at the next supervisory committee, and bring back a revised policy to the next meeting.

e.Several board members raised the idea of abandoning all credit (IOUs). There was some support for this idea, but nothing was decided. Justin said that there are no postdated cheques now, and any cheques at all are rare.

f.There was also a discussion of implementing credit cards. According to Corey, the cost would be 3% on each sale. Credit card companies do not allow for a fee to be charged to use credit cards. This additional cost to Karma would therefore have to mean an increase on the sticker price for goods. However, we could then offer a discount when shoppers used debit or cash

6) Collective Agreement Implementation

a.Howard made some minor corrections to the agreement (changes to the language but not intent).

b.Can we implement the agreement without Ken's services?

c.Howard asked whether or not there was a mandate for the Implementation committee to discuss at this meeting. Sarah: no, the implementation committee has not yet met.

d.There was some general discussion around whether or not we are likely to get better material from Ken or by doing it ourselves? Several board members also expressed the opinion that

this should not only be thought of as a financial decision, but we should also consider whether developing the material would be valuable experience for Karma/the board.

e. Danielle: maybe the board should try to put together a policy (looking at examples from other organizations) and maybe using Ken as a consultant on specific issues.

f. Sarah: HR consultants probably don't charge as much as Ken.

g. Howard: some issues surrounding the implementation of the collective agreement require immediate action. We need to start recording additional information (sick days, holiday pay, etc.) in accordance with the new union agreement. **(ACTION) Howard agreed to work with Denise and Justin to draft forms.**

h. There was a discussion as to whether or not the agreement should be available to members. Some organizations (e.g. University of Toronto) publish their agreements online. There was a consensus that the text of the collective agreement should be made available online.

Moved by Howard that the Board authorizes Sarah and Hilary to send email to all members (with hardcopies posted in the store) announcing the successful ratification of a collective agreement between Karma and its unionized staff and thanking the people who participated in reaching the agreement. 9 in favour. 1 abstained. Passed.

7) February members' forum

a. **(ACTION) Hilary agreed to circulate by email an outline agenda and a copy of Corey's document (with comments by the board tonight). She also agreed to facilitate a discussion over email.**

b. Corey will be away until the 14th, so he has decided to hand off the document to Hilary.

c. Corey went over his proposed membership document (attached as an Appendix).

d. The board agreed to return to the discussion of our existing membership policy at the next meeting. **(ACTION) Howard will recirculate the document to the board.**

e. The board will also need to discuss the implementation details for any proposed changes to the membership structure (i.e. could the items be implemented by the board or would they need to be voted on at a future AGM?).

8) Roles and Job Description

a. The board discussed possible implications of being without an active President. According to Howard, "The Co-op Act says that the President must convene members' meetings and chair meetings of members. Our by-laws say that the President must also convene and chair meetings of directors, sign selected documents, and certify by signing that the Board has passed by-law amendments. The Board is free to assign any other of the President's usual responsibilities to other officers."

9) Other business

Items for next month's agenda:

MINUTES: February 1, 2010

1. Debriefing of members' forum
2. Discussion of roles and job titles
3. What kind of budget do we want from the finance committee?

(ACTION) Board members should circulate descriptions of their position by email immediately (if available) or within 2 weeks.

10) In Camera: Human resources issues were discussed.

11) Adjournment: The meeting ended at 10.25 pm.

Next Meeting: Monday, March 1 at 7 p.m., at Art Jacobs' house, 90 Olive Ave.

Appendices:

- 1. Treasurer's report to Karma board meeting of Feb. 1/10**
- 2. Membership proposal prepared by Corey Berman.**