

**SJFM Co-op Board of Directors Meeting  
Draft Minutes**

March 7, 2011 6:30pm

FSN Boardroom (44 Torbay Rd, Newport Building)

Present: Dave Jerome (*Chair*), Sandy Legge, Emily Martin, Jim Winter, Lori Greene, Andrea Dicks (*Secretary*), Dave Dempster (Treasurer), Devon Crosby

**1. Approval of the agenda**

***Approved: Andrea/ Sandy***

**2. Approval of the minutes – Feb 10, 2011**

***Approved: Emily/Dave D***

**3. Old Business**

**3.1-Review action from Feb 10 minutes**

The motion to frame the food safety portion of the policy manual into a project will be discussed in the committee reports (4.4.1).

Dave J. made contact with Dave D. about progress of the Finance Committee (FC). It was agreed that due to personal reasons, Emily would start researching Financial Institutions for the SJFM Co-op bank account. It was also determined that she would investigate options for the co-ops insurance needs.

The letter of support for the Downtown Library was sent and posted on the SJFM co-op online community (see appendix 1).

**3.2 Review Online-Vote held February 26-27**

The online vote regarding the Canada Summer Jobs (CSJ) application held Feb 26-27 resulted in an approval so the application was submitted. There were five respondents in favour of the application (see appendix 2). Jim questioned whether the vote was legal since there is nothing in Robert's Rules of Order regarding online voting. Dave J stated he had considered this and got a general consensus from the Board before sending out the email as this was a time sensitive issue and could not wait for the next Board meeting.

It was suggested that it be recorded that anything decided online needs to be ratified retroactively at the next Board meeting. All of these records (minutes) shall be printed and kept together for legal purposes.

The motion that the Board authorizes the HR Committee to apply for CSJ funding to supplement the Assistant Market Manager's salary for the 2011 season be approved retroactively was put forward.

*Dave D/ Emily*

#### **4. Committee Reports**

##### **4.1 Membership Committee (MC)**

The MC has set up some Membership Workshops as an introduction to prospective members. It is intended to introduce the potential members to the interim Board and the different committees. The MC asked that some of the Board be present at these workshops as well as members from each committee to be able to answer questions should any arise. Emily Martin (Financial Committee), Sandy Legge (Policy Manual Development Committee) and Dave Jerome (Human Resources Committee) volunteered to attend the workshop on Weds March 9<sup>th</sup>. Lori Greene (Policy Manual Development Committee), Dave Dempster (Financial Committee), and Dave Jerome (Human Resources Committee) volunteered to attend the Sat, March 12<sup>th</sup> workshop.

Dave J. added Andrea as an administrator on the SJFM Facebook page so she will have the ability to communicate with the membership without having to go through the market Manager. The idea of having methods, other than email or Facebook, to communicate with the membership was discussed. The possibility of electing a Vice- Chair for the Board who would be the Chair of a Communications Committee was discussed. Dave J. nominated Emily Martin for Vice-Chair, who will think it over and let us know at the next Board meeting.

It was also decided that we should post the minutes from the Board meetings on the SJFM website so that they are available to the general public. This would be a good way to communicate what actions the Board is taking and aids in transparency between the Board and the membership.

*Devon/Lori*

*Action: Devon*

##### **4.1.1**

The MC put forth their Terms of Reference to the Board.

*Approved: Andrea/ Emily*

##### **4.2 Finance Committee (FC)**

The insurance application has been submitted to Bill Babb at Co-operators Insurance and they are trying to rush it through. Once it goes through and the Board is billed, the payment will have to be made within 30 days. There are two types of insurance – Directors Insurance and Liability Insurance. The cost is \$750.00/yr each for a total of \$1500.00/ yr. The Friends of the Farmer's Market has the funds to cover this expense and will transfer it to the Board once the SJFM Co-op bank account is set up.

Emily researched the services available at various financial institutions and narrowed her recommendation down to three; The Royal Bank of Canada (RBC), The Newfoundland and Labrador Credit Union (NLCU) and Toronto Dominion (TD). All three of these institutions showed a genuine interest in doing business with the SJFM co-op.

RBC only offers one type of Community bank account and there were not a lot of options with it so the Board ruled them out.

TD has a Community account as well as a Community Plus account. The Community Plus account has a \$5/mth fee and allows \$5000/mth in deposits with a small fee for anything over that amount. Any month that there is \$10,000 or more in the account, there is no fee. The cost for night deposits is between \$50-\$100/ yr. TD has the best hours of all of the institutions as they are open evenings, Sat and some branches are opened on Sundays. TD also allows online access where the balance and transactions can be viewed but no transactions are able to be made online. Past experience from the Friends of the SJFM which deals with TD, was that they have had a few problems trying to get change from TD on the day of the market.

NLCU has no fee for the first ten months and they then reassess based on the activity in the account. The monthly fee would then be calculated. Emily, met with Sherry, the market manager, to go over the markets past transactions and concluded that the maximum fee the Board would be looking at is about \$15/mth in the worst case scenario. The night fees would be between \$52-79/yr. Also, for an extra \$30/mth, the Board could designate one person to do online banking by granting them online access. The Board did not anticipate the need for this extra option. The NLCU had the least favourable hours of operation.

Dave D. mentioned the fact that because we are a co-op that we should support the NLCU, also a co-op, and that this should be a factor in the decision process.

It was brought up that, in the future, the money from the market should be deposited on the day of the market so that no one person is responsible for such a large amount of cash. The possibility of having someone, not involved in the market that day (ie, not the manager or assistant manager) count the cash and get it ready for a same day deposit was discussed.

A vote was held; 2 for NLCU , 5 for TD

A motion was made to open an account with TD

***Emily/Dave D.***

Emily will meet with Tom Ford at TD to set up the account. Once this is done, she will email the signatories so that they can sign the paperwork at TD. The Board executives along with the market manager will have signing authority on the account and two signatures are needed on each cheque. The names, addresses, employers and employer addresses were collected to give to TD. The Board does not have any information on Dave Hild to collect for TD and the idea was brought forth to officially remove him from the Board as he has not been active. It was decided to wait until the Annual General Meeting (AGM) in April to catch him up on the Board activity and then let him decide whether or not he wants to run again.

The FC is not sure if the SJFM Co-op already has a CRA business number or if they need to apply for one. It was originally thought that once the SJFM became a registered co-operative, a CRA business number would be automatic but this may not be the case. Jim suggested they contact Dean Doyle, Registrar of Co-operatives, to see what the status of the business number is and, if necessary, how to fill out the application needed to get one.

#### **4.3 Human Resources Committee (HRC)**

The HRC started looking at how the current Manager and Assistant Manager positions are set up. The Assistant Manager is paid through government funding and they need to work full time hours to qualify for this funding. The Manager is paid from income earned at the market and there aren't enough funds to pay them full time right now. In the future, the market may be able to open 12 mths of the year or twice a week during the current market season to help fund a year round Managers position. The committee is looking at "tweaking" the role of the Manager and Assistant Manager. The suggestion is to give the Assistant Manager more responsibility at the market by having them run the market on a week to week basis. The Manager would be in a mentor/ guidance role and be the liaison between the market and the Board. Since these roles will be changed, the HRC came up with a revised job description for the market Manager (see appendix 3).

A motion was put forth to approve the revised market Manager job description

*Emily/ Dave D.*

The HRC recommended doing a full call out for market Manager applications as whatever the policy is for this year, should be followed in future years. Right now, since the market can only afford to employ a Manager part time making it difficult to develop a long term relationship with any one Manager.

Concern was brought up by Lori about the potential high turnover in the Managers position by opening up the competition each year. It was felt as though we would be throwing the current Manager "to the wolves". It could be an obstacle in that the Manager has to apply year after year for a position they are already in. A suggestion was made that the HRC could do a performance appraisal on the Manager and if the results are acceptable then the competition could be suspended for that year. This could pose a problem if the Manager receives a good appraisal one year, therefore eliminating the need for a competition and then the next year, the Manager gets a fair review and the Board decides to open the competition. It was thought that the most consistent way about this would be to just open the competition each year regardless of the results of the Managers performance review.

Jim brought up the point that if the market will be doing a performance appraisal on the Manager, then the Manager should be able to do a performance appraisal on the market as well. This would make for a two sided relationship and avoid uncomfortable conversations about the employees review. It is important for the market to have a good relationship with its Manager and two- way communication is needed.

Dave J. will bring this feedback to the HRC for further discussion. For this year, the HRC will do the call out. Applications are being accepted from June 8<sup>th</sup>-18<sup>th</sup>. Interviews will be held on the 26<sup>th</sup> for the top 3-5 contenders and the new Manager should be able to start in mid- April. Three members from the HRC will form the hiring committee: Dave Jerome, Sarah McCauley and Becky Graham.

#### **4.4 Policy Development Committee (PDC)**

The PDC has met with three different government representatives;  
Dr. Hugh Whitney – Provincial Veterinarian  
Mary Cahill – Director of Environmental Health  
Darryl Johnson – Health and Community Services

All three were very supportive of what the PDC is trying to do with food safety as the market has not been in accordance with Provincial regulations. They would like us to follow the regulations that are currently in place however there are no regulations relating to an ongoing farmer's

market type of event. Sherry has a list of vendors who would be affected by these regulations and the committee is looking at sitting with them, one on one, to discuss the food safety issues. It was noted that there have been certain leniencies given to churches/ bed and breakfasts, where their kitchens are licensed to sell to themselves but not others. Eg. Food cooked in a church kitchen can only be used for sale to members of that church. The committee is looking for similar leniencies that may be applicable to a farmer's market.

The PDC is still working on framing this food safety portion of the policy manual into a project so that they can apply for funding through the government. Other policies were put on hold until the meetings with the government representatives were concluded and will be reported on during the next Board meeting.

**5. Report from FoSJFM Board Meeting**

No report

**6. Update on Co-op Development (Jim Winter)**

Jim stated that everything is running fine and that the Co-op is on track.

**7. Other Business**

**8.**

**7.1 Donation from M.U.N Graduate Student Union**

Approximately \$800.00 donation

**7.2 M.U.N Farmer's Market Thursday March 10, 11-2**

The undergrad Student Union is holding a farmer's market as a part of their sustainability week. There will be a SJFM booth manned by volunteers to promote and provide information to anyone enquiring about the SJFM.

**7.3 Partnership with Lawyna Vawyna Festival in April**

This is a music event being held Easter weekend to celebrate local art and structure and they will have a general/ craft store. The idea was brought up that we partner with them. It would not be run by the SJFM but they would display our logo at the event as a partner. The Board thought that this would be a good promotion opportunity.

A motion was made to partner with Lawyna Vawyna

*Dave J. / Andrea*

#### **7.4 CBS Farmer's Market**

Dave J. attended a CBS Farmer's Market meeting and brought back some information to the Board. The CBS **Farmer's** Market is being set up by a three person organising committee and opens June 11th . It is being held at a church in CBS and operating under the churches insurance. It will be open year round and presently consists of twelve booths – six indoor and six outdoor. It was discussed that we would like to partner with them and advertise on each other's websites.

#### **7.5 Vice-Chair position on Co-op Board**

The idea was put forth to elect a Vice-Chair who could also Chair a Communications Committee. Dave J. nominated Emily who will think it over and make her decision at the next Board meeting.

#### **7.6 Buy Local! Buy Fresh! Guide release, March 24<sup>th</sup>**

The Regional Economic Development Boards on the Avalon, in partnership with the Rural Research Centre of the Nova Scotia Agricultural College (NSAC), are hosting a one-day conference, **the Avalon Agriculture Advantage: Growing Opportunities**. Both the SJFM Co-op and the FoSJFM have been invited and the cost registration is \$30. Emily volunteered to attend as a representative of the Co-op.

A motion was made for the Board to fund Emily to attend this conference on behalf of the SJFM Co-op Board.

***Dave D./ Sandy***

Next meeting to be held March 31<sup>st</sup>, 2011.

Meeting adjourned 8:53pm