

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

April 28, 2011 6:30pm

FSN Boardroom (44 Torbay Rd, Newport Building)

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

1. Approval of the agenda

The Policy Development Committee (PDC) report will be the first committee report discussed due to time constraints of its members.

Approved: Lori/Dave D.

2. Introduction – Market Manager 2011 Terry Smith

Roundtable introductions were made. Terry's orientation will consist of a few weeks working with Sherry (2010 manager) and she will then meet with each committee Chair to get further background information on the market.

3. Approval of the minutes – March 31, 2011

A correction was made to the spelling of the Market Managers name from Terri Smith to Terry Smith.

Approved: Sandy/ Lori

4. Old Business

The \$800.00 cheque from the MUN Graduate Student Union has been found and handed to Dave D for deposit.

Jim met with Colin about the SJFM database and Colin already has it done. He should have it up and running within the next few days.

All of the documents necessary for the AGM have been posted on the SFJM website (Agenda, Nomination Forms, Membership Applications; see appendix 1).

5. Committee Reports

5.1 Policy Development Committee (PDC)

5.1.1 Discount: Full Season Bookings

The idea was brought up about not having a discount for full season bookings. The discount was initially implemented to attract vendors when the market first started. The Board thought that this discount was not necessary now that the market has a solid vendor base. It was also mentioned that the full season discount could take away from the variety of the market by having the discount attract too many full season bookings, resulting in the same vendors week after week. Last year, there were 6 full season bookings. The discussion resulted in agreement that the market could take full season bookings, without a discount, as we need to have our core vendors there each week. The reality is that there are certain vendors that consumers come to buy from each week especially at the beginning of the season when farmers do not have much produce. It was also decided that if one of the full season vendors is not able to make a certain market then they will have to work with the manager to fill their table ahead of that particular market.

5.1.2 Discount: Co-op Membership

Another issue that the PDC was working on is the idea of having discounted table booking for Co-op Members. Will there be a discount for member vendors or an additional fee for non-member vendors? It was brought up that offering a discount to vendors may result in people joining the co-op just to get the discount and then not be engaged in the co-op activities resulting in quorum problems. The Board discussed the importance of having a membership that is educated and engaged in the co-op. The necessity is in attracting people who care about the market and want to get involved. It was also discussed that since this is a multi-stake holder co-op, we have two groups of members. If we give a discount to vendor members, it would not be fair to the consumer members as they would not be offered anything. As a result, it was decided that there would be no discounts for vendor members.

Another policy issue about visiting “local” vendors was discussed. Many markets across North America have policies around this issue such as 90% local and 10% visiting. The discussion was that it could make for a more interesting variety by allowing visiting vendors but it depends on the type of vendor. Farmers have made it clear that they do not welcome the idea of having a visiting farmer vend at the market and the Board agreed. The thought was that the Board liked the idea of supporting people who “make it, bake it and grow it” locally and are travelling abroad. This would only be considered for crafts and secondary products and if it fills a need in the market. These requests will be reviewed on a case-by-case basis.

5.4.3 PDC Terms of Reference

Since the PDC is a standing committee due to anticipation of having ongoing policy issues, the word development was taken out of its title and will now be called the Policy Committee (PC).

Approved: Sandy/ Emily

The vendor handbook will be ready for the Annual General Meeting (AGM) and the PC would like the Board to accept it as a working document not to be voted on by the membership at the AGM. There were two issues brought up about the Vendor Handbook. The first is about asking vendors to park at the Remax Center after they unload their goods. The Remax Center has asked that the market vendors and customers do not park there so the Handbook should direct them across the street while vending at the market. The second issue was why vendors have to have tablecloths. The committee advised that there is a food safety requirement to have tablecloths for food vendors and it is also better aesthetically. The Board will have a few tablecloths on hand for vendors who show up without one but it will not be advertised that we have them so that vendors are not relying on the market for tablecloths.

Approved: Sandy/Emily

Lori will bring a few copies of the Vendor Handbook to the AGM and let the membership know that it will be available on the SJFM website.

5.2 Membership Committee (MC)

The MC asked that all committee submit their reports in writing so that they can be kept in the records.

The MC also asked that the Board members come early to the AGM in case there is a gift in kind application that has to be approved before the members vote. The Board thought that since there would likely not be many gift in kind requests that the Board could review them at a later date. If this does occur, the registrar would note that an agreement would be made that if the “gift” is not acceptable then the member agrees to pay the share capital. This would allow the members to vote without having to have these discussions at the AGM.

In regards to the voting process, each member will be given a voting card when they register that they will raise to vote for each motion. Only members in attendance will be able to vote. There will be no proxies.

The MC thought that the motion to move the market to St. Mary’s Church would be too much to bring to the AGM with all of the other necessities to go through. It was suggested that a motion

should be made to hold a special meeting at a later date regarding this issue. The Board discussed the reality that time is running out to get the ball rolling on the move to St. Mary's and that the second motion would give the Board the permission they need to go ahead with the move if it is feasible. It was also brought up that the membership should be given a chance to look over the final numbers and information surrounding the move to St. Mary's before the decision is made to move or not. This information would not be available by the AGM as there is not currently a known number of vendors yet as applications are still coming in. A decision was made to give the ultimatum to the membership. It will be their decision as to whether they want the Board to make the final decision or if they want to have another meeting where the final details will be presented and voted on.

5.3 Finance Committee (EC)

5.3.1 Recommendation of Auditor

The FC recommended that Pinsent and Associates be the auditor for the co-op. The cost was estimated at about \$2000.00 which Jim stated was reasonable. The importance of having a reputable auditor for the first audit was discussed. This would ensure that the books are set up properly at the start.

Approved: Dave D./Andrea

The idea was brought forth that the Board might want to purchase Simply Accounting software to help with the books in the future.

5.3.2 Presentation of Draft 2011 Budget

Dave D. presented the proposed budget to the Board and will be approved by the new Board at the next meeting (see appendix 2). Since there are no financial statements for the co-op at this time, the FC is working off of the financial statements from the Friends of noting that the co-op will have more in depth statements next year. There are currently no funds in the bank account right now. There is a \$4000.00 transfer coming from the Friends of and the \$800.00 from MUN. This needs to be deposited before the AGM for funding purposes.

It was pointed out that the blanket 3% inflation may not be valid for all of the expenses eg. Table rentals, manager salary etc. The FC had realised this but have not crunched the numbers separately yet. The proposed budget is meant to be a target and they are working to get it as reliable as possible. The FC will present the proposed budget, which is a working document, in lieu of the financial statements since there are none at this time.

It was at this point that it was noted that the share capital has to be held as an account payable since it has to be available just in case a member pulls out and needs to be refunded.

5.4 Employee Committee (EC)

5.4.1 Market Manager Assistant Recommendation.

The callout for applications was from April 6th to the 20th. The FC received 10 applications and of those, four were offered interviews. One applicant withdrew from the competition upon being offered the interview. Interviews were held on April 23rd and one applicant stood out amongst the three. The written report is attached (see appendix 3)

The FC recommends Kelsey McNeil. She is a MUN student which the funding is dependent on. Her parents are vendors at the Cape Breton Farmers' market selling meats so she is already aware of some of the food safety regulations. She experience working in not-for-profit organisations and engaging the community. She showed initiative in the interview and gave the impression of a go getter.

A motion was made to hire Kelsey McNeil as the Manager Assistant.

Approved: Dave J./ Dave D.

5.4.2 Market Manager Contract

A motion was made to accept the Market Manager Contract (see appendix 4).

Approved: Dave J./ Andrea

5.4.3 Draft Conflict of Interest Policy

Due to time constraints, the Conflict of Interest Policy was deferred to the next Board meeting.

6. Report from FoSJFM Board Meeting

6.1 Location Search Update

Discussed during the MC report.

7. Update on Co-op Development (Jim Winter)

Jim explained that the contract has been extended until the end of May and that there are two things left, outlined in the contract, which needs to be done. The first being the financial report which Jim will undertake. The second is the preparation of a revised business plan which is important for the strategic planning of the market. Planning such as, where do we want the market to go and how do we get there.

The approval of the member's manual was deferred to a later Board meeting.

8. Annual General Meeting

Discussed under the MC report.

9. Other Business

9.1.1 Board Members' Manual

The idea was brought forth that Jim help with the orientation of the new Board to make sure that everyone is on the same page. He could perhaps compile information to hold an orientation workshop that someone else could take over in the future. He stated that he is already working on a manual for orientating new Board members and suggested handing out an orientation package when new Board members are elected. It was decided that this would be left for the new Board to undertake as a part of their orientation.

9.1.2 Attendance at the next Board Meeting

All interim Board members agreed that they will attend the first meeting of the new Board members for continuity purposes and to answer any questions that may arise.

Meeting adjourned at 9:08

