

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

May 19, 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), Dan Ficken, Karen Durfey and Shelley Pardy.

1. **Approval of the agenda**

- Additions - Managers Report
- Other Business - Youth Engagement Contest

Approved: Lori/Karen

2. **Round table introductions**

Roundtable introductions were made among the newly elected Board members and a Board Contact list was created.

3. **Approval of the minutes – April 28, 2011**

It was noted that there were a few spelling mistakes in the minutes that needed correcting.

Action: Andrea

Approved: Emily/ Sandy

4. **Old Business - none**

5. **Committee Reports**

5.1 Membership Committee (MC)

5.1.1 AGM Debrief

Overall it was felt that the AGM was a success. The by-laws were approved and are available on the SJFM website. Pinsent and Associates was approved as the auditor and the new Board was elected. There are now 52 registered members in the SJFM Co-op. The MC was pleased with the attendance at the AGM and with how engaged the membership was in the Co-op.

The MC is working on a document intended to help in the organisation of the next AGM. It will consist of what worked well for the AGM and what needed improvement such as the election process and the order of events on the agenda.

It was noted that the Co-op Membership application is still available on the SJFM website and will remain there so that prospective members will have easy access to it. It was also noted that there should be some Co-op membership applications at the weekly markets.

The MC will be reviewing the In Kind memberships and be making their recommendations at the next Board meeting.

5.2 Finance Committee (FC)

The FC has received new banking books from TD which will be used to keep track of all of the bank deposits. The account balance is \$6147.76 with some funds still to be deposited. It was suggested by Emily and agreed on by all present that the account balance be taken and put into the minutes at each Board meeting.

Pinsent and Associates was accepted by the SJFM Co-op as the auditor at the AGM. Dave D. contacted Pinsent and Associates to let them know that he will be stepping down as Treasurer and his replacement will be touch with them at a later date. Richard Bartlett, who is Dave's contact at Pinsent and Associates, offered to meet with the FC in order to answer any questions they might have and to get the SJFM Co-op ready for its first audit.

As mentioned earlier, Dave D. is stepping down as Treasurer of the SJFM Co-op. He had gathered and organised all of his information to be passed onto the new Treasurer. The Board is very grateful for all of his hard work.

5.3 Employee's Committee (EC)

5.3.1 Draft Conflict of Interest Policy

There was a discussion as to who should have to sign the Conflict of Interest Policy and the definition of "Individual" in section 1.3 of the Conflict of Interest Policy. Section 1.3 reads as follows; "An Individual" means anyone who is a member of the SJFM Co-op's Board of Directors, is a member of a committee or group advising the Board of Directors or Membership of the Co-op, or who is an employee of the SJFM Co-op.

Does every Board and Committee member have to sign the Policy or would the membership application be sufficient? It was thought that it could be a lot of unnecessary people chasing if all Committee members have to sign the document. Jim stated that as long as they are aware of the policies then it should be fine. The only time that this would really come into play would be with the decision makers. Committee members are not decision makers and therefore, do not need to sign the document. He also stated that having all of the Board members sign the document would not hurt us and it would be a demonstration of due diligence.

As a result of this discussion, it was decided that Board members and employees of the SJFM Co-op would sign the Conflict of Interest Policy and to ensure that Committee members are aware of it.

A motion was made to approve the Conflict of Interest Policy with Section 1.3 changed to read as follows; "An Individual" means anyone who is a member of the SJFM Co-op's Board of Directors, or who is an employee of the SJFM Co-op.

Approved: Dave J. / Andrea

The Assistant Manager (Kelsey McNeil) began work and during her orientation, was given a run-down of the organisation. She has met with Dave J. and Terry to get updated on her projects for the season and her main responsibilities. Dave J. gave a quick summary of her background for the new Board members who were not present when she was hired.

The Assistant Manager is paid through both Federal and Provincial grants. Neither of which has been announced yet. The Federal grant announcement has been delayed because of the May 2nd, 2011 election. They did recently call the EC for some additional

information and the EC is expecting an announcement within the next week or so. Dan mentioned that there is no government until June the 2nd so it would be unlikely to hear anything before that date. The EC is also expecting to hear about the provincial grant soon. Kelsey is aware of this situation and has agreed to continue working until the funding goes through. The EC will then sit down with her at the end of the month and update her on her funding situation.

5.4 Policy Committee (PC)

The PC will be holding their first jury meeting this coming Tuesday May, 24th. The jury consists of 3 people who are not involved in the market and who have a background in arts. The PC is grateful that the jurors that have volunteered for this process and would like to show them by offering them free coffee cards as a Thank-you.

There are three ways in which artisan vendors can have their products assessed. They can email pictures, they can send samples in the mail or they can show up in person with a sample. The meeting on Tuesday is on a “first come, first serve” basis. Terry will forward her list of vendor emails to the PC so that they can check off who has been assessed during this process.

It was noted that no vendors had declined or argued this process yet however, the PC has received some suggestions as to how to proceed with this in the future such as with a secret jury. This would ensure impartial assessments of the vendors products.

The vendor handbook is on the SJFM website but it is the older version which contains information on discounts for full season bookings. This discount was eliminated by the Board at the April 28th meeting. One of the “webmasters” needs to be contacted so that this can be corrected.

Action: Lori

It was suggested and agreed upon that all working documents have dates on them as to when they were last updated so that outdated documents can be easily identified.

The idea was then brought forth that the SJFM website is in need of an update. It was suggested that it would be useful to have some information right on the main page so it is easily accessed.

One important piece of information needed on the website is a statement advising that all food vendors must have a temporary food license in order to vend and they need to have it at the first market. If it goes in your mouth, you need to have this license. Jim has developed a Word document out of the government application form and forwarded it to Alison who sent it to all of the food vendors. She sent this document with instructions on how to forward it on to Sharon Williams (Department of Government Services) who will have an inspector contact the vendor and work together to ensure food safety. Terry will send an email to all food vendors to inform them that they will not be turned down based

on this application. This is just to get the ball rolling on the food safety issues and the PC will be noting what works and what doesn't this season. This information will be then be used to create the policy manual.

At this point the discussion was stopped to ensure that all Board members were following and to see if anyone had any questions.

One question brought up was why the SJFM Co-op does not allow voting by proxy. Jim stated that it is stated in the Cooperatives Act that there is one vote per person. There could be a vote by virtual attendance but no proxy. This outlines the importance of educating the membership on how the Co-op works and why it is the way it is.

5.5 Manager's Report

Terry has been using a secure online accounting system called Cashew (www.cashew.com) in which several people can use, although there is a high learning curve associated with it. It is affordable at \$10/month. Lori mentioned she could check with various people who are familiar with the application including her cousin, as well as Richard Bartlett from Pinsent accounting (auditor) to use as a reference in case Terry needs assistance using the software, or in order to make sure all the information input is correct. It was noted that the board will check to make sure our system setup will coincide with that of the auditor's setup. It was also mentioned that the treasurer and the finance committee can help Terry with accounting.

[ACTION – Contact Cashew users for use in technical help and continuity in accounting
Lori]

The Telegram has been in contact and would like to speak with a Market representative about a Market-related interview. Although the chair and vice-chair are generally assumed to be the public face of the Market it was mentioned that anyone on the board could be appointed for this purpose, and that the executive will decide on an alternative if needed. Additionally, The Scope has offered us five (5) colour ads for the price of four (4). To relieve the costs associated with marketing, we can also alternate colour ads with black and white ads.

Terry has an SJFM Co-op phone-line installed in her house, and the number will be posted online. It will be used for Market purposes only so-to differentiate personal calls and Market-related calls. The board has also pointed out that Terry is catching up with all her work at a very quick pace since coming onboard and has been working with Kelsey on tasks and special projects, such as making connections with local restaurants and chefs for upcoming promos and events. Additionally, the surveys regarding the new location were distributed, although it was mentioned that a small number of the online surveys did not work properly. Additionally, it was noted the Market volunteers were beginning to grow in number.

6.0 FoSJFM Location Search

The costs associated with renting space at St. Mary's Church were higher, however the space can accommodate a higher volume of vendors thus covering the costs. One issue would be that the ratio of producers to other vendor- types could become very uneven if

the vendor space is increased but the number of producers did not. It was mentioned that St. Mary's would be interested in a 6 – 8 week trial run, and we could then better determine if the ratio would become unbalanced and whether this would be an issue. An effective marketing and media campaign would be very important if we were to switch locations during the market season. It was also mentioned that we would have to have full disclosure with the Lion's Club so-as not to pull out with them at the last minute and jeopardize any future relations with them as we would likely still need the space later in the season. It was deemed important that the board provide detailed information and to meet with the Co-op membership via a special general meeting to discuss the logistics and concerns with moving to the new location. It was determined that the meeting should be called for three weeks from the current date, or the second week in June, and that the Location Committee will liaise with the Member Committee in order to give a (minimum) 10-day notice to the membership about the meeting. It was noted that non-member vendors should participate in this discussion if possible as well, since they will also be affected by the move. A motion was called by Dave affirming: "Be it resolved that the Board calls a special general meeting to discuss the potential of moving the market to St. Mary's Church from the Lion's Chalet".

(Dave/Dan) - all in favour.

7.0 Co-op Development Update

It was noted that Jim's contract finishes at the end of May, but that he is invited to give input during the next SJFM Co-op meeting. Items 7.1 and 7.2 were tabled for the next meeting due to current time constraints.

8.0 Executive Elections

The current executive was dissolved and Jim neutrally chaired this section of the agenda.

Chair – Dave Jerome (Nominated by Karen) – All in favour

Vice-Chair – Emily Martin (Nominated by Dave) – All in favour

Treasurer – Lori Greene (Nominated by Dan) – All in favour

(Shelley and Dan were also nominated for Treasurer but declined)

Secretary – Andrea Dicks (Nominated by Lori) – All in favour

9.0 Other Business

It was brought up that we should nominate a Farmers' Market volunteer to participate in the Youth Engagement Contest. Emily nominated Dave Jerome, and Lori seconded.

As well, the current committees will remain the same for now.

10.0 Next Meeting

16th of June at the Robin Hood Bay Administration Building to be hosted by Shelley Pardy.

Adjournment – (Sandy/Karen)