

**St. John's Farmers' Market Co-op Board of Directors
Minutes
Boardroom, Robin hood Bay Waste Management Facility
Jan 19, 2012 6:30pm**

Attendance: Andrea Dicks (Secretary), Sandy Legge, Dave Jerome (Chair), Dan Ficken, Karen Durfey, Terry Smith (Manager), Shelley Pardy, Lori Greene

Regrets: Emily Martin

1.Approval of the Agenda -

Approved by consensus

2. Approval of the Minutes -

Approved: Dan/ Karen

Action Items –

Food Safety Conference report – Emily

Contact with individual interested in joining a committee – Lori

Request volunteers from membership – Shelley

Update website - Shelley

Payment of sneeze guards by Fof - Emily

3. Old Business – Review Action items from Nov 17th minutes

Food Safety Conference report from Emily to be revisited at next Board meeting.

Terry and Lori are continuing to meet to sync' up the financials and simplify the accounting.

Shelley contacted the telegram and got their rate card. It was determined that with the SJFM budget being what it is - the cost relative to the ad space was not worth it in comparison to others eg. The Scope.

Lori picked up the gift for Jim and it was presented to him.

4. Executive Reports

4.1 Report of the Chair

Colin, Dave and Shelley met with MUN regarding a future location and hosting the market on campus. It was determined that the MUN campus is not the ideal local but the meeting was useful in establishing a relationship with them. It opened the door and established contacts if the market should need to work with MUN in the future. It was questioned as to whether the Arts and Culture center had been discussed in the meeting with the university. It was not as the university is owned by the Province, not the university.

The Department of Innovation, Business and Rural Development (IBRD) meets regularly with various groups who are trying to start a business. Each quarter, IBRD brings these groups together to talk about co-ops and keep the co-op model at the forefront of their minds. Dave made a presentation (see attachment 1) of the SJFM co-op to this group on Jan 12, 2012. It was very well received by those in attendance which shows how well the SJFM co-op is working. It is a sign that the SJFM is going in the right direction as it was recognised as one of the better co-ops in the province. IBRD and RED Board are great contacts the SJFM to have for moving the market forward. There was a lot of talk about the food safety and location search and as a result, the Western Avalon Regulation Board would like to follow up on our food safety project. It was noted by Dave that people knew about the SJFM and were excited to work with us.

It was also noted that IBRD has a \$5,000 grant offered through the Community Capacity Building Program, which could be used to send a representative to a retreat on strategic planning. This will be useful in the long-term planning of the market.

The U.N. has declared 2012 the International Year of Co-operatives and it was noted that we should use this to further awareness of the SJFM Co-op.

The idea was brought up that we should initiate the long-term planning of the market at the Annual General Meeting (AGM) to give the incoming Board a mandate to develop a 5 year plan. The main goal of the incoming Board would be to have this 5 year plan ready to present at the following AGM (2013). It was discussed that the current Board would try to clear up all of the day-to-day activities now (cleaning up the finances, structure employee positions etc.) so that the incoming Board has a clean slate to start the long term planning.

4.2 Report of the Vice-Chair – none

4.3 Report of the Treasurer - see attachment 2

Lori mentioned that the net proceeds from the sale of tickets on the gift baskets was \$2316.00.

She has been in contact with the auditor and he believed that it would take between 80-150 hrs to prepare and submit the audit. Emily will be the member who will meet with the auditor as it has to be during business hours. He will sit down and discuss with the Finance Committee and their books to see how much it will cost per hour.

Lori is working to streamline the Treasurer duties as they are currently too much to expect from a volunteer. The idea of having a bookkeeper to take care of the finances was discussed so that the

Manager and Treasurer aren't bogged down with the responsibility. Lori had contacted a bookkeeper, Carolyn Dalton, who was recommended by a market vendor familiar with her work. Carolyn has experience working with not-for-profit organisations and is familiar with the SJFM. She charges \$25.00/hr and it was estimated that it would cost the market about \$100.00/mth. It was asked if the committee should get estimates from other bookkeepers to make sure this is a reasonable rate. Other members, who have had experience with bookkeepers in the past, explained that this is the going rate for such services. Some expressed concern that she may have access to market funds but it was explained that she would only be working with the numbers, not the actual money.

Lori made a motion to hire Carolyn Dalton as the market bookkeeper.

Moved: Lori/ Andrea

A cap was placed on the start-up expenses for the bookkeeping of 30 hrs at \$25.00/hr which is to be revisited at the next Board meeting if need be.

Lori mentioned that the week to week summaries did not accurately reflect everything and they will be supplemented with a cash flow sheet to show where the finances stand. These cash flow sheets will make it easier to assess what funds are coming in and going out of the market on a monthly basis.

It was also mentioned that CRA docs be completed by the employee, not the Treasurer. The Manager would do their own ROE's which would cut down on the volunteer workload. The Manager writes their own cheques so they will already have the information needed for this. The Treasurer will continue to oversee this process to make sure it is being done correctly and on a timely basis.

It was then mentioned that the coffee revenue stream will be reviewed to see if it is worth the effort for the market to continue this service. The revenue from coffee sales will be compared to the amount of volunteer hours needed to provide the service. If it is not feasible for the market to continue, there might be an outside vendor who would be interested in taking over.

A big thanks was expressed to Lori for organising the financial records and her effort to ease the transition for the incoming Treasurer.

Dave now has the chequebook.

4.4 Report of the Secretary – none

5. Committee Reports

5.1 Employees Committee (EC) –

5.1.1 Be it resolved that: Terry Smith be paid an honorarium of \$150/mth to monitor the SJFM email account, until a new Market Manager is hired for the 2012 season.

Moved: Dave/Lori

The EC met with the Chairs of all of the committees to reflect on the past season.

There is going to be a volunteer appreciation party on Jan 28th for all volunteers and vendors who participated in the Urban Market Gourmet. The party is being funded by market donations and the food served will be purchased from the vendors.

The structure of the staff was discussed to see if it would be possible to fund a full time manager and a part time assistant. This seems to be reasonable as the Manager will be asked to take on more responsibility. There is a chance that we could get external funding for a full time assistant again but it is not supposed to be year to year support so it cannot be depended on. One solution, if the market can afford it, would be to have a full time Manager with an assistant who would come in on the weekends only to help out on market days. The duties the Manager would perform would depend on how much the market could afford to pay.

Does the market have to have the Assistant Manager in place before we can apply for the funding? The response is not for the federal funding but yes for the provincial funding. The market could hire the assistant as a one day a week employee until we see if the application for funding has been approved. They could then be hired on full time. In this scenario, the potential candidate would be made aware of the situation before they accept the position.

The question was then posed as to whether there was much of a difference between Kelsey, a fulltime assistant and Scott, a one day a week employee who showed up on market days only. Terry noted that Kelsey was great for working with Jim on the food safety project and organising the volunteers but there was not enough work for a full time assistant. Kelsey did not use up the 40 hrs a week that she was allotted.

Once the finances are organised, the numbers will be crunched to see if it is realistic to be able to hire people to set up and tear down the market as that seems to be where the most help is needed. Most of this work occurs during the summer when the majority of outside vendors are selling. It was also noted that once the finances are set up and in the hands of the bookkeeper, the Manager will have more time to focus on the actual managing of the market.

The Board acknowledged that more attention is needed to ensure the Manager takes their allotted vacation time.

Does the current Manager have first right of refusal for the position in the upcoming season? Once, the position is defined, as it is expected to expand, the EC will recommend that Terry get the first right of refusal.

5.2 Finance Committee (FC)— see 4.3 above

5.3 Marketing Committee (MkC) – It was noted that November was the height of the MkC duties. It was a bit of a scramble at times and as a result, too much of some promotional material was printed and some was ordered too late. Shelley stated that she has ideas of how to improve for next season but would prefer to discuss them with the committee before presenting them to the Board. She has a few people in mind who she will ask to join the committee. It was mentioned that it would be useful to have the Manager sit on the MkC.

This past season, the main fundraising event fell on the shoulders of Lori and Terry at the last minute. It was discussed that fundraising could be a part of the Managers duties. There would be a committee behind the Manager to help brainstorm ideas and then the Manager can carry them out. Again, the financial state of the market would determine if this possible.

5.4 Membership Committee (MC) – The ideas was put forth to have a Special General Meeting (SGM) to elect new Board members as we currently do not have a full Board. This would involve holding a SGM and getting quorum for the vote. If there is not quorum at the first SGM, there could be a second SGM held for the same purpose and, according to the by-laws, quorum would not be needed. Since there is only three months left until the AGM and the MC will be organizing that, as well as sharing sessions before the AGM, a SGM is not feasible at this time.

It was mentioned that the MC should be notifying the membership of the Board meetings as members are allowed to participate in these meetings. They are not allowed to vote, but they can observe and have input.

The Board members have to decide which members will be staying on for the next year as currently, all Board members signed on for a one year term. All elected Board members from now on will be two year terms in order to create the staggered term design indicated in the by-laws.

5.5 Policy Committee (PC) – The PC is looking to engage the vendors a little more and make them aware of the vendor handbook that is available. The PC is also looking to recruit more members. The committee felt that the artisan jury process went well and are in the process of organizing the jury for the upcoming season.

The market now owns one large sneeze guard and one small that were not rented last season. The idea was to bring out these guards to see if vendors would want to use them. They will be available for rent for the upcoming season. The question then arose as to if these guards had actually been paid for by the Friends of the SJFM as they were providing the funding.

Action: Emily

At this point, the Board discussed providing warming trays and burners to the hot food vendors. Renting the warming trays has not been an issue but the burners have been. The market started providing the burners to the vendors who were not able to access them on their own. Most of the food vendors now bring their own burners but the market was providing them, using the honor

system, for emergency cases. Terry noted that vendors were using the burners without paying for them. The Board decided that the market will no longer be providing the burners and the hot food vendors will be notified of this change so they can show up prepared.

6. Market Manager Final Report – see attachment 3

Terry noted that the sneeze guards have increased in price from what was originally quoted. They are cumbersome and too easy to scratch. She stated that they aren't very practical especially since the market was supposed to get a discount by ordering in bulk but that doesn't seem to be happening.

She also mentioned the hot food vendors that are using one and a half tables sometimes take advantage of the extra table space by using the space for food display and not for equipment as it was initially intended. It was noted that if the food vendors are using the extra space for sale of food, they should be charged extra since they are getting more table space than the non-food vendors who currently pay the same amount in table fees.

Terry suggested that there be a policy in place for vendors who cancel at the last minute, without a valid reason. It was discussed that the policy could be that a no-show vendor not be booked for a subsequent market until they pay for the prior table booking that they did not show for.

Finally, Terry noted that most correspondence was through email so the market providing a phone for the Manager should be revisited.

7. Report from the FoSJFM

7.1 Location Search Committee update

The Fof is active and holding meetings. They are currently looking at options for improving the Lion's Club Chalet and investigating alternate past suggestions.

8. Other Business

8.1 Follow up – End of 2011 Season fundraiser – see 4.3

8.2 Schedule for 2012 Season

The Board discussed starting the market on the first weekend of June and having it run into mid Dec again as consumers loved the extended season. The vendor members expressed concern that the extended season was tiring. Karen also noted that Dec was very uncomfortable for outside vendors. The discussion of finding a balance in the schedule for both vendors and consumers ensued. The idea was put forth to have the 2012 Schedule put to the membership at the AGM and have all vote on it.

8.3 W.U.S.C. (M.U.N. Event)

On Feb 8th, the World University Service of Canada chapter at MUN is holding an event and the theme is Food and Water Security. They would like us to help support the event by posting it on our Facebook page and in return they will post our logo during the event. All agreed we would partner with this event.

Next meeting Feb 16, 2012