



# 2025 Annual General Meeting Package

September 25th, 2025 5:30pm – 6:30pm followed by General Q&A  
Adventure Hotel and Zoom

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## Agenda of 2025 AGM

0. Doors open (5:15pm)
1. Opening (5:30pm)
  - a. Call to order
  - b. Approve the agenda of 2025 AGM
  - c. Approve the minutes of 2024 AGM
2. Presentations (5:35 pm)
  - a. President's Report
  - b. Interim GMs' Report
  - c. Treasurer's Report
3. Increase to Director Compensation (6:00 pm)
4. Appointment of the Auditor (6:10 pm)
5. Confirm results of the board election (6:15 pm)
6. Adjourn AGM (6:25pm)
  - Door prizes
  - General Q&A
  - Screening *More Than a Grocery Store* (only for in-person attendees)

# Detailed Agenda

Doors open 5:15pm

- a. Members are welcome to join the Board for tea and sweets at the Adventure or to arrive early at the Zoom Room and get settled.
  - b. All those who register for the AGM are sent the information for both in-person and virtual attendance.
1. Opening (Kay Coburn, President)
    - a. Director Coburn calls the meeting to order, welcomes members, and introduces fellow Directors.
    - b. MOTION To approve the agenda of 2025 AGM**
    - c. MOTION To approve the minutes of 2024 AGM**, as circulated in the meeting package.
  2. Presentations. Each presentation will be followed by a short Q&A period. Those participating virtually may type their questions in the chat so that they may be read aloud by the moderator.
    - a. President's Report — Live presentation by Board President, Kay Coburn
    - b. IGM's Report – Live presentation by co-Interim General Managers Ashley Elliott and Sean Silverson
    - c. Treasurer's Report — Live presentation by Board Treasurer, James Hiebert
  3. Increase to Director Compensation (Kay Coburn, President)
    - a. To ensure that director compensation keeps up with inflation, the board recommends the membership approve an automatic annual increase to director stipends that is equivalent to the percent increase to the province's minimum wage. It is proposed that this increase would occur only when the Co-op is profitable and the Co-op's starting wage increases. The increase would take effect each year on October 1st, at the start of each board year. Additional rationale is included in the meeting package.
    - b. BE IT RESOLVED That following any fiscal year in which the Co-op's starting wage increases, Director stipends increase by the same percentage as the increase to the province's minimum wage, effective October 1st that year.**
  4. Appointment of the Auditor (Kay Coburn, President)
    - a. MOTION That the members appoint Grant Thornton LLP as auditor for fiscal year 2026.**
  5. Confirm results of the board election (Maggie Jones, Nominations Committee Chair)
    - a. The election is conducted before the AGM, August 20th to September 24th.
    - b. Jones reviews the nominations and elections process and announces the successful candidates for the two member-elected seats.
    - c. MOTION To approve the results of the 2025 board election.**
  6. Adjourn AGM (Kay Coburn, President)

Door prizes (Jesse Kerr, Outreach Coordinator)

General Q&A - Directors and management will be available after the adjournment of the AGM to answer members questions.

(Only for in-person attendees) Screening *More Than a Grocery Store*, a short documentary of the Kootenay Co-op's first 50 years.

# 2025 Increase to Director Compensation

To ensure that director compensation keeps up with inflation, the board recommends the membership approve an automatic annual increase to director stipends that is equivalent to the percent increase to the province's minimum wage. It is proposed that this increase would occur only when the Co-op is profitable and the Co-op's starting wage increases. The increase would take effect each year on October 1st, at the start of each board year.

**BE IT RESOLVED That following any fiscal year in which the Co-op's starting wage increases, Director stipends increase by the same percentage as the increase to the province's minimum wage, effective October 1st that year.**

## Rationale

The Board of Directors plays a vital role in steering our Co-op towards continued success by providing oversight, strategic guidance, and ensuring fiscal responsibility. In acknowledgement of this directors receive taxable stipends in the form of store credit, as well as the 20% staff discount on purchases.

As our membership and sales steadily grow, and with increased competition from traditional grocers and online retailers, the demands and complexity facing the Co-op and the Board continue to rise each year.

The Board proposes that following profitable years, director stipends (in store credit) increase annually, in line with the minimum wage which is set by the BC Government and aligns with the Consumer Price Index. This adjustment will generally correspond to the entry level staff wage increase at the Co-op. The intent of this annual increase is to acknowledge the ongoing rise in Board responsibilities, keep pace with inflation, and uphold our Co-op's commitment to fairness and respect for contributions at every level.

Currently director stipends total \$1905/month for eight directors (President - \$275/month, VP - \$250/month, all others - \$230/month).

This year the province's minimum wage rose by 2.6% on June 1st. The corresponding increase to director stipends for the 2025-2026 board year would cost the Co-op an additional \$49.53 a month or \$594.36 for the year.

# Minutes of 2024 AGM

## Kootenay Country Store Co-op Annual General Meeting September 25, 2024 | Adventure Hotel + Zoom

Members Present: Randine Arnesen, Lena Horswill, Bruce Miller, Elaine Moore, Cathy-Ann Glockner, Morgan Cowan, Catherine Fisher, Kay Coburn, Maggie Jones, Kristina Hus, Michael Bancroft, Ben Morris, David Boyer, Amanda Verigin, Leslie Payne, Sadie Yancey, Kate Miers, Sean Silverson, Wendy Wiebe, James Hiebert, John Kingsmill, Deena Dewitt, Ashley Elliott, Brooke Whitman-Roberts, Shelley Dagonne, Daniel Eisen, Cheryl Elliott, Hannah Murray, Dirk Gibbs, Paul Cowan, Jesse Kerr, Byron Hope, Leannah Fidler, plus online attendees Carolee Colter, Kathy Loxam, Merelyn Jones, and Nalini Binet (37)

Non-members present: Andrew Kent, Anna Mildenhall, Ayomide Odeyemi, Hugh Beedell, Jonathan Ramos, Lucas Mjolsness, Rachel Mcgown, Reuben Crookbain, Noah Crookbain, Jenn Reid, Paul Thomas, Rhonda Bancroft, Linda Ring (13)

**Recording Secretary:** Sadie Yancey, Board Administrative Assistant

**Chair:** Wendy Wiebe, Board President

## 1. Call To Order

Director Wiebe called the meeting to order at 5:31pm. She acknowledged the land of Syilx, Ktunaxa, and Sinixt nations, and explained the voting procedure for in-person and online attendees.

Director Wiebe introduced her fellow directors John Kingsmill (Treasurer), James Hiebert, Cathy-Ann Glockner, Kay Coburn, and Maggie Jones (Vice President).

**MOTION** Approve 2024 Agenda, as circulated.

**M/** Leslie Payne **S/** Paul Cowan

**CARRIED**

**MOTION** Approve 2023 Minutes, as circulated.

**M/**Paul Cowan **S/**Amanda Verigin

**CARRIED**

## 2. Presentations

### *The Co-op Difference*

- Amanda Verigin (Marketing Manager) shared a presentation to remind members of the key points of membership to set the context for the other presentations, focused on how our co-op distributes our profits back to the local community.
- There were no questions

**President's Report** Director Wiebe presented the President's Report, including:

- There were record sales with growth across all departments which allowed for repayment of debt ahead of schedule
- Gratitude to the staff in keeping up with this sales growth, and the board has approved the largest employee bonus in Co-op history
- The five strategic goals from the recently updated Strategic Plan
- The GM search was paused while the board reviewed the Strategic Plan and was resumed in March 2024
- Accolades for the co-Interim General Managers Ashley Elliott and Sean Silverson
- Gratitude to the members for their continued support

Q: Ahead of the meeting, Carolee Coulter asked about the status of the GM search. Director Wiebe responded that the job is still posted and remains open. The board has hired an HR consultant, and the next stage will be to hire a recruitment firm.

**GM Report** Pre-recorded presentation by Interim General Managers Sean Silverson and Ashley Elliott. This report included:

- There was an increase in sales and memberships in FY2024. This allowed the Co-op to support 151 local organizations and donate \$160,000 to community programs and initiatives.
- Staff will benefit from this success with increased wages and employee bonus. Members benefit with increased member savings from our increased buying power.

- The Co-op was Certified Green by BC Green Business and continues to raise the bar on sustainability efforts.
- “Our success is your success. As we look to the future we will continue to invest in our community, our staff, and our co-op”
- There were no questions following the GM Report

**Treasurer’s Report.** Pre-recorded presentation by Treasurer John Kingsmill.

- Members were invited to contact the Finance Director to view the complete statements in store.
- This report included financial information from fiscal years 2020-2024 including assets, liabilities, long-term debt, membership, sales, employee compensation, local purchases, community giving, member discounts, and net income.
- A patronage return of \$75,000 will be divided amongst members, based on their spending in FY2024.
- A staff bonus pool of \$150,000 will be divided amongst staff, based on seniority and hours worked in FY2024.

Q: Leslie Payne asked for more clarity on what is meant by ‘pathway to living wage.’ She expressed that it’s important for members to understand that the co-op supports staff on top of all the other good done in the community. Ashley Elliott shared that “Living wage for families BC” sets two ways to achieve Living Wage – either a base wage of \$21.14/hour, or base wage plus benefits (assessed at \$2.50/hour for our Co-op). When staff have worked for more than one year, full time staff exceed Living Wage when considering base wage and benefits. Director Wiebe noted that the HR committee is impressed with the amount of internal succession happening at the Co-op.

### 3. Amendment to the Rules

- Director Wiebe presented three special resolutions to the members to amend the Rules. The most recent amendment to the Rules was at the 2020 AGM (January 2021). The proposed amendment and rationale were circulated to members with the announcement of the AGM and provided with the meeting package.
- Director Wiebe shared highlights of the rationale for the change before tabling each motion.

**MOTION** To accept the Board’s recommendation to:

- Remove Rule 3.4 Record date for general meeting, and
- Amend Rule 4.1 Voting as follows: “4.1 Voting. Each person who is a Member at the close of business 30 days prior to the start of the voting period has one vote on all matters to be decided by the Members. The chair shall not have a casting vote.”

**M/Cheryl Elliott S/Daniel Eisen**

There were no questions or comments.

**CARRIED** All in favour

**MOTION** To accept the Board’s recommendation to add the following provisions to Rule 5.2 Number:

“5.2 Number The Board shall consist of not fewer than seven Members and not more than nine Members, with one seat reserved for an employee, as per the Employee Director Policy.

- The Board may change the number of Directors within this range with a two-thirds resolution of the Board.
- The change must be announced to Members in the Call for Nominations.
- A newly added seat must follow Nominations and Elections Procedure and may be treated as a Vacancy only if it remains unfilled after the election.”

**M/Maggie Jones S/Ashley Elliott**

There were no questions or comments.

**CARRIED** All in favour

**MOTION** To accept the Board's recommendation to:

- a) Add a provision to Rule 3.3 Notice of General Meeting: "b. emailing all Members who have an email associated with their membership, and"
- b) Amend Rule 6.8 Patronage Returns for grammar: "ii. paying the patronage returns would render the cooperative..."

**M/Amanda Verigin S/Elaine Moore**

There were no questions or comments.

**CARRIED** All in favour

#### **4. Appointment of the Auditor**

**MOTION** The membership appoints Grant Thornton LLP as auditor for the fiscal year 2025.

**M/Michael Bancroft S/Shelly Dagonne**

**CARRIED**

#### **5. Announcement of Directors**

- Director Maggie Jones (Chair of Nominations Committee) thanked the candidates who put their names forward to lead the Co-op and to the members who took the time to vote.
- The nomination period was March 20th to May 20th
- The election ran from August 14 – September 23<sup>rd</sup>, with 513 ballots cast.
- The successful candidates were Wendy Wiebe, Kate Miers, and Paul Cowan.
- In a separate election process, the employees nominated Leannah Fidler to serve as Employee Director.

**MOTION** To approve the results of 2024 board election

**M/Cathy-Ann S/Kay Coburn**

**CARRIED**

Director Jones thanked outgoing directors John Kingsmill and Mikale Leymann for their service on the board.

**The directors for 2024/2025 will be: Wendy Wiebe, Maggie Jones, Cathy-Ann Glockner, Kay Coburn, James Hiebert, Kate Miers, Paul Cowan, and Leannah Fidler**

Q: A member asked if there is anyone on the board with John's financial expertise. It was shared that newly elected director Kate Miers is a chartered accountant, and incumbent Wiebe has lots of business experience.

#### **6. Adjournment**

- Director Wiebe thanked the staff who produced the AGM.
- There being no further business, the meeting adjourned at 6:28pm.

Following adjournment there were three gift baskets awarded to members and there was a general Q&A session with management.