



Fort St. John Co-op Directors Election Handbook

Revision 2024



Preface

Fort St. John Co-operative Association (“Co-op”) is a locally operated co-operative owned by its members. The shares that you purchase when you join Fort St. John Co-op make you a member-owner and provide you with all the value and benefits of membership in this highly successful co-operative.

As a member in good standing and as an owner you are eligible to participate in the democratic processes that are unique to Co-operatives. This means that you can nominate candidates for the Board of Directors, vote in director elections, stand for election as a director and actively participate in the annual general meeting.

This Handbook provides important information about the director election process and the role of a director for members who may be considering standing for election to the Board of Directors. This booklet is a reference about the democratic structure, election process as well as procedures and qualifications for a position on the Board of Directors. The information provides an outline of the roles, responsibilities and duties of a director and the commitment that a member will need to make if they are successful in attaining a position on the Board.

Newly elected directors will also find the information in this Handbook a useful reference as they embark on a term on the Fort St. John Co-op Board of Directors.



Introduction

Fort St. John Co-operative Association was incorporated July 26th, 1944. Fort St. John Co-op is a retail co-operative owned by its 7,000 members. In Fort St. John, we operate 2 Cardlocks with Convenience Stores; fuel and propane delivery, a Co-op Gas Bar and Car Wash; a Tempo Gas Bar. North of Fort St. John in the community of Prespatou, we have a Cardlock site; and in Fort Nelson we have a Self-Serve Gas Bar/Convenience Store.

Fort St. John Co-op's trading areas encompasses the communities north of the Peace River in Northeast British Columbia.

The continued success and service to our members and guests is a priority for the Board of Directors, the management and team members as we move into our eighth decade of sales and service.



Co-operative Principles

The co-operative principles are guidelines by which co-operatives put their values into practice. Fort St. John Co-op embraces the fundamental co-operative principles:

- **Voluntary and Open Membership**
Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.
- **Democratic Member Control**
Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. People serving as elected representatives are accountable to the membership. In primary co-operatives (such as Fort St. John Co-op), members have equal voting.
- **Member Economic Participation**
Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.
- **Autonomy and Independence**
Co-operatives are autonomous, self-help organizations controlled by their members. If they enter agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.
- **Education, Training and Information**
Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operative. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.
- **Co-operation among Cooperatives**
Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.
- **Concern for Community**
Co-operatives work for the sustainable development of their communities through policies approved by their members.



Corporate Guiding Statements:

Values

Integrity
Commitment
Responsibility

Vision

To be an innovative and empowering Co-operative, improving the quality of life in our communities by providing access to premium products and services.

Mission

To progressively move our members and guests forward with our exceptional products and services for the social and financial benefit of our communities.

Aspirational Statement

Our team is committed to providing excellent customer service while achieving the highest retail standards. We aspire to be leaders in environmental responsibility while supporting the communities we live in.



Directors Code of Conduct

This document reflects the provisions of the Code of Conduct described in the section above. All retail co-operatives are encouraged to have new directors read and sign the Commitment to Office at the Annual Meeting or at the first meeting of directors that immediately follows their election to the board. As a good practice, directors in office should also review and sign the Commitment to Office on an annual basis.

COMMITMENT TO OFFICE Of FORT ST. JOHN CO-OPERATIVE ASSOCIATION

I recognize that, in taking my place on the Board of Directors of Fort St. John Co-operative Association. (the "Co-operative"), I have accepted an important stewardship position. I understand the role and responsibilities of the Board of Directors and pledge to carry them out to the best of my abilities. I also understand that the Co-operative is a member-owner of Federated Co-operatives Limited (FCL) and as such, I will reflect its core values of integrity, excellence and responsibility in the execution of my duties.

1. I will contribute to the fulfilment of the mission, goals and strategic priorities and objectives of Fort St. John Co-op.
2. I will not knowingly violate the provisions of the Co-op Act (the "Act") or the bylaws of the Co-operative, and, if a violation of the Act or the bylaws (rules) becomes known to me, I will disclose it to the Co-operative.
3. I will give the highest priority to the interests of the Co-operative and declare any conflict that exists between my personal interests and those of the Co-operative.
4. I will patronize the business of the Co-operative to the best of my ability.
5. I will support the decisions of the Co-operative Board of Directors and recognize the confidentiality of the discussions that lead to those decisions.
6. I will collaborate with management while respecting the different roles and responsibilities according to both board and management.
7. I will facilitate communication among the members of the Co-operative by reporting to the Co-operative's members on the decisions of the Board of Directors and communicating the viewpoint of those members to the Board of Directors.
8. I will assist the members of the Co-operative to understand and fulfil their responsibilities as members.
9. I will participate in educational opportunities to enhance my contribution as a member of the Board of Directors and as a co-operative leader.
10. In keeping with a director's legal obligations, I will exercise honesty, loyalty, care, diligence, skill and prudence in carrying out my duties as a board Member.
11. I will participate and support FCL and the CRS in promoting a united federation.



Director Elections

Directors are elected to the Fort St. John Co-op Board of Directors through a formal democratic voting process. There are seven members on the Board of Directors, including a President and Chair of the Board, Vice President, and Board Secretary.

Directors oversee the management of the business and affairs of Fort St. John Co-op, subject to the *British Columbia Cooperatives Act, Regulations, Articles of Incorporation*, and the co-op's by-laws. Directors may exercise all the powers of the Co-op that are not required to be exercised by the Co-op in a general members meeting.

Each year, Fort St. John Co-op members elect up to three directors to the Board of Directors, each for a three-year term or as required to fill additional vacancies. The term of office for each of the seven director positions expires on a staggered basis, that is, the term of office for one director position expires in the current year, three positions in the next year, and three positions in the following year. This transition period provides the Board with continuity and stability and ensures that a certain number of experienced directors remain on the Board to assist newly elected directors in learning their roles and responsibilities.

Director Responsibilities

Within the framework of the Fort St. John Co-op governance model and business structure, directors speak and act on behalf of the Co-op's members.

The Board of Directors has responsibility for the following matters:

- Establishing the overall guiding statements, objectives, bylaws, and policies for the direction of the Co-op.
- Establishing policies, bylaws, processes and procedures for the structure and operation of the Board itself.
- Selecting, appointing, monitoring, evaluating, and setting remuneration of the General Manager.
- Approving the organizational structure and salary schedules for the management of the organizational structure.
- Developing and reviewing policies and bylaws.
- Setting direction and guidelines for the GM scorecard and reviewing the progress each quarter.
- Reviewing and approving annual Strategic Plan.
- Reviewing and approving membership applications.



- Reviewing and recommending patronage allocation to members.
- Reviewing and authorizing repayment of member equity.
- Ensuring that risks to the business are identified and effective systems are in place to manage these risks.
- Participating in succession planning for the Board and executive management.
- Reviewing the adequacy and integrity of internal control and management information systems.
- Availing oneself to director training and education opportunities.
- Supporting the General Manager in training and development, community participation, developmental meetings, and events.
- Demonstrating leadership by personally supporting and promoting Fort St. John Co-op.

There are 11 regular Board meetings per fiscal year, i.e. January 1 to December 31. In addition, there are other commitment requirements, e.g.:

- committee meetings.
- long range planning meetings.
- strategic planning meeting.
- General Manager Performance Appraisal meeting.
- Annual General Meeting.

Directors typically devote approximately 40 to 60 hours per year to Fort St. John Co-op business. This does not include travel time to and from meetings. They are individually and collectively, as a Board, responsible for the legal and fiduciary (or acting in trust in the best interest of all the Co-op's members) implications of the decisions they make.

A director must be committed to the Board, Fort St. John Co-op and the interests of its members.

A director must avoid conflicts of interest, observe high standards of integrity and ethics, and maintain the confidentiality and security of the boardroom. A director must be diligent in preparing for and attending board meetings, contribute positively to board discussions and work in harmony with other board members. A director must disclose to Fort St. John Co-op the nature and extent of any real or perceived interest that the director has in a material contract or transaction, or a proposed material contract or transaction, with Fort St. John Co-op, and any material change to any such interest, if the director:

- (a) is a party to the contract or transaction.
- (b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction



Director Expectations

Directors must be available and prepared to devote the time and attention necessary to attend and participate in board, committee and other meetings, and events.

More specifically a director is expected to:

- attend all Board of Directors' meetings and be engaged.
- Pre-read material and prepare questions prior to each meeting.
- Ask questions and participate in discussions.
- serve on and actively participate in at least one of the committees of the Board.
- attend and actively participate in the annual strategic planning session.
- complete Director Development Program courses online and attend director development in-person sessions.
- attend special events such as Fort St. John Co-op facility openings, community events.
- been seen, known and visible to Fort St. John Co-op members; and
- represent, when requested, the Fort St. John Co-op at co-op gatherings, such as:
 - the Federated Co-op annual meeting in Saskatoon.
 - FCL District 1 Spring Meeting; and
 - FCL Leaders Conference.

Board of Directors meetings are typically held on the third Thursday of each month at 7:00 p.m.; however, committee meetings and other activities may be conducted on other evenings, and on occasion, during regular business hours and weekends.

Director Eligibility

A member seeking nomination for the position of director of Fort St. John Co-operative Association should ensure their address and other information on file with Fort St. John Co-op is current. To update your membership information, please contact the Fort St. John Co-op Administration Office at Fort St. John Co-op by calling 250-785-4471.

Members must also meet the following eligibility requirements in accordance with Bylaw Part 13, Section 77, Director Eligibility.



Part 13 DIRECTOR ELIBILITY

77. 1) A majority of the directors of the Association must be individuals ordinarily resident in Canada.
- 2) At least one of the directors of the Association must be an individual ordinarily resident in Canada.
- 3) All of the directors must be members of the Association or representatives of an eligible organization that is a member of the Association.
- 4) No individual is entitled to become or act as a director of the Association if:
- a. The individual is under the age of 18 years;
 - b. The individual is found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - c. The individual is an undischarged bankrupt;
 - d. The individual is convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation, or an offence involving fraud, unless the events described in the Act have occurred.
 - e. The individual is an employee of the Association;
 - f. The individual is related to an employee of the Association in any of the following ways:
 - i. Spouse;
 - ii. Person living with the employee in an arrangement equivalent to spouse;
 - iii. Children, stepchildren, children's or stepchildren's spouse.
 - g. The individual or member eligible organization of which the individual is a director has an account with Association that is more than 60 days in arrears.

Other Eligibility Requirements

A Candidate:

- a. Must be a member of the co-operative for at least 30 days prior to the Annual General Meeting.
- b. as purchased goods and services, or a combination of both, from the Co-operative during the preceding year (defined as April 1st to March 31st inclusive), worth the collective amount of at least \$1,000
- c. has no conflict of interest whereas a director would be unable to fulfill their Duty of Loyalty and Duty of Care to the Cooperative.



Director Compensation

Director's compensation has been based on FCL Delegate rates. The 2023 director compensation per day was \$281.50; partial days are prorated. A normal board meeting is paid at the day rate.

Reimbursement for out-of-pocket expenses for travel, accommodation and associated costs for out-of-town meetings, conferences, training and education and development sessions.

Nomination Forms and Materials

Director candidates are:

Complete the nomination form.

- Candidates are responsible for ensuring all the nomination requirements are satisfied prior to the nomination deadline.
- Attend the candidate interview with the Nominations Committee prior to the election.
- Expected to Attend the Annual General Meeting.



Nomination Submission Deadline

Send or hand deliver your completed Director Candidate Nomination Form, and other requested reports, information and materials, marked:

CONFIDENTIAL, **no later** than 4:00 p.m. PST on Tuesday, April 29th, 2024, to the:

Fort St. John Co-operative Association

Attn: Nominations Committee Chair

Administration Office

7315 100 Avenue,

Fort St. John, B.C., V1J 5T8

Fort St. John Co-op will not accept late applications, information, required reports or other election materials.

Candidate Nomination Information

After the close of nominations, the Nominations Committee will review each nomination form to validate each nominee's eligibility, and to ensure that all of the requested information has been provided with the nomination form. The Nominations Committee Chair or designate will inform each individual who had submitted a nomination form of his or her eligibility status.

Candidates will have an opportunity to present themselves to the Fort St. John Co-op membership with a picture and biography for posting on the Co-op's website and other social media platforms. The candidates will also be invited to speak to the membership at the Co-op's Annual General Meeting on May 29th, 2024, held at the Pomeroy Hotel in Fort St John.

The Election will occur during the Annual General Meeting and results of the Election will be announced later at the meeting.



Privacy of Information Waiver

The nominee, by signing and submitting personal and member information required on the director election nomination forms, agrees to allow Fort St. John Co-op to publish all of the information including photograph, for the purpose of communicating the director information to members and the public. This waiver will remain in effect for the duration of the director's term of office.

In addition, in compliance with privacy legislation, candidates who are elected to the board of directors must agree to allow Fort St. John Co-op to retain the nomination information on file during their term of office. This information will be retained securely in the individual director's files with Fort St. John Co-op.

The election will be scrutinized by independent parties, as appointed by the membership. In the event of a dispute of the election result, Fort St. John Co-op will retain information on the election for a period of three months from the date of the annual general meeting, after which time the information will be destroyed.

Fort St John Co-operative Association

DIRECTOR QUALIFICATIONS

1. Must be a member of the Association, or a representative of an eligible organization that is a member of the Association, at least 30 days prior to the Annual Meeting. (Cutoff date April 25,2023)
2. Must be 18 years of age or older.
3. Must not have been found incapable by a court in Canada or elsewhere of managing the individual's own affairs.
4. Must not be an un-discharged bankrupt individual.
5. Must not have been convicted in or out of British Columbia of an offence in conjunction with the promotion, formation or management of a corporation, or an offence involving fraud, unless the events described in the Act have occurred.
6. Must not be an employee of the Association.
7. Must not be related to an employee of the Association in any of the following ways:
 1. Spouse or a person living with the employee in an arrangement equivalent to spouse.
8. Prospective directors must advise the nominating committee of potential conflicts of interest between the Co-operative and their business or personal interests prior to allowing their name to stand for election.
9. Must not have an account with the Association that is more than 60 days in arrears.
10. Must be prepared to attend occasional training sessions.
11. Must be prepared to attend all regular meetings of the Board each year.
12. Must be prepared to serve on committees and attend occasional special meetings, Member Relations functions, etc.
13. Should the director become a delegate, they must be able to attend meetings on behalf of the Co-op. (2 days in Saskatoon in November and 4 days in Saskatoon in March)
14. Must be prepared to take an oath of office.
15. Must be a strong supporter of the Co-op in all aspects and be a leader of support to the Co-op with minimum purchases of \$1,000.00 per year. (Period defined as of April 1, 2023, to March 31, 2024)
16. Nominations close April 29, 2024

I _____, have read the above list of director qualifications for the Fort St John Co-operative Association. I declare that I meet the qualifications listed above. If elected as a director, I will notify the Co-op's board of directors as soon as I cease to meet any of the qualifications listed above.

Signature of Witness

Signature of Nominee

Date: _____

Date: _____