



## Approved 2013 AGM Minutes

### BC LIBRARIES COOPERATIVE

Annual General Meeting Minutes (approved at June 13, 2014 AGM)

In Person and Conference Call

June 14, 2013

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#### ATTENDING IN PERSON

Michael DeKoven, Port Moody Public Library  
Julie Spurrell, New Westminster Public  
Scott Hargrove, Fraser Valley Regional Library  
Corinne McConchie, North Vancouver District Public Library  
Maryann Kempthorne, BC Libraries Cooperative  
Rue Ramirez, UBC  
Paul Joseph, UBC  
Heather Daly, School District 43  
Jacqueline van Dyk, Libraries and Literacy  
Christina de Castell, Vancouver Public Library  
Tami Setala, BC Libraries Cooperative  
Dan Phillips, Greater Victoria Public Library  
Ben Hyman, BC Libraries Cooperative  
Joanne Richards, BC Libraries Cooperative

#### ATTENDING VIA PHONE

Ben Kason, Vancouver Island Regional Library  
Brian Owen, Simon Fraser University Library  
Dorryce Smelts, Manitoba Legislative Library  
Edel Toner-Rogala, Burnaby Public Library  
Ella-Fay Zalezsak, Squamish Public Library  
Emily Yearwood-Lee, Legislative Library of BC  
Helen Prosser, Sechelt Public Library  
Kathy Anderson, IslandLink Library Federation, North Coast Library Federation,  
Northeast Library Federation  
Leonara Lee, KPMG  
Marie Palmer, BC Libraries Cooperative  
Mary Toma, SPRUCE Cooperative, Manitoba

Michael Burris, Public Library InterLINK  
Roan Janyk, Okanagan College Library  
Sharon Herbert, BC Libraries Cooperative  
Sherry Smith, Granisle Public Library  
Suzanne Thomas, Whistler Public Library  
Sylvia Bramhill, Fort Nelson Public Library  
Tim Loewen, Ministry of Education  
Tina Nielson, Bowen Island Public Library  
Toni McKilligan, Houston Public Library  
Trevor Surgenor, Public Library Services Branch, Manitoba  
Wanda Davis, Mackenzie Public Library

Meeting proper begins here

Joanne Richards:

Excellent turnout. And again, thank you all for making time for attending this meeting this morning.  
(additional housekeeping)

Amendment to agenda item 5: add appointment of an auditor to our agenda. With that amendment, I'd like to call for a

**Motion to approve the agenda.**

Michael DeKoven: **Moved**; Julie Spurrell: **Seconded**

Joanne Richards:

Thank you. And anybody oppose to accepting the agenda as presented with amendment?

**Carried**

Joanne Richards:

The next order of business is to approve for filing minutes of the 2012 Annual General Meeting which were circulated in this pre-meeting package, and posted on the Co-op Web site. So, again, I'd like a

**Motion to approve 2012 AGM minutes.**

Scott Hargrove: **Moved**; Julie Spurrell: **Seconded**

Joanne Richards:

Thank you. And anybody opposed to accepting the minutes?

**Carried**

All right, so we have a few reports to share within the consent of the agenda. We're going to just present them all as a package and then at the end of the financial report, the budget presentation, we will have one motion to accept all the reports for filing.

## **Chair's Report**

Again, I'd like to thank everyone for making time to attend this meeting. It's your participation in the Co-op's services and at this meeting that reinforce the value of the work the Co-op board and Co-op staff undertake.

Fiscal Year 12/13 was a remarkable year for the Co-op, with significant growth in many areas of its business and in membership. We now have 107 institutional members from all over Canada! We on the board are collectively proud of the work, the development, the new opportunities and successes achieved by the Co-op in the past 12 months.

In addition to the work of growing the business, building and improving services, the board has been engaged and working very hard the past year on revisions and development of the Co-op's governance documents, an effort undertaken at the request of the membership.

These revised documents better align with the needs of the organization, as expressed by the membership and determined by the Board, going forward. These renewed governance documents are complemented by our three-year Strategic Plan.

I would like to conclude by acknowledging a few people for their contributions to the work with the Co-op this year. First of all, I'd like to thank all of the board members: Julie Spurrell, Dan Phillips, Scott Hargrove, Heather Daly, Trevor Surgenor, Brian Owen, and Shannon Ellis for their time and commitment to the organization.

I'd also like to thank the business function groups here, and in particular Michael DeKoven, Chair of the Licensing Business Function Group, and Sabina Iseli-Otto who served as Sitka Business Function Group Chair for part of the year.

I'd like to thank the Co-op team, some of whom are here – we appreciate their hard work, talent and creativity in service of the members. I'd like to thank the staff at Libraries and Literacy Branch, Ministry of Education, BC, for the tremendous work they do. And finally, I want to thank Ben for inspired leadership and dedication to his job that frequently goes beyond certainly my expectations. So thank you and that's all I have to say right now.

OK. So now, I'm going to ask Ben to talk about the year from his perspective.

## **Administrative Report**

Ben Hyman:

It has been a tremendously active year. We are four years young as of about a month and a half ago. This has been a time of exponential growth. I will highlight a few of the things that we've done.

We are focusing increasingly on diversifying our services and our membership, guided by the wisdom of the board and the membership. We now count 107 institutional numbers from coast to coast to coast. So I want to thank all of our members, original, new and everyone in between. It's because of you that we're able to do the work that we do.

- A warm welcome to our new members in Fiscal Year 2012:
- Alberta Municipal Affairs, Public Library Services Branch
- BC College and Institute Library Services
- The BandQ in Quebec
- The New Brunswick Public Library Services
- The Newfoundland and Labrador Public Libraries Service
- The Nova Scotia Provincial Library
- The Nunavut Public Library Service
- The Northwest Territories Public Library Services
- The Saskatchewan Provincial Library and Literacy Office
- School District 10 Arrow Lakes
- Vancouver Community College

Additionally, a warm welcome to all our new members within the SPRUCE

Co-operative, our Manitoba sister Co-op. Thank you to the membership for electing such a devoted board and thanks to Joanne, to Julie, to Scott, to Heather, to Brian, to Trevor, and to Jacqueline for your wisdom, for your leadership and for the ridiculous amount of time you make available to me on short notice for meetings.

Thanks also to Michael and to Sabina in your roles in the Business Function Groups. I think the membership has been supremely well represented by our board and Business Function Group Chairs. It's so important, I think, that you hear that regularly and frequently.

As a library Co-op, we are unique in the country both in terms of our membership blend and our operational focus. Our services are reflective of a really amazing, complex, and accomplished Canadian library community. Ultimately, our successes are your successes and we know that we are stronger together. Those of you that were here last year saw the release of the Co-op's visual identity documents some of which are kicking around in the room today. And this year of course, we've released just in time for this meeting the Strategic Plan, which is included in the agenda package.

The Strategic Plan builds on the initial visual identity work which was the combination of more than two years of conversation on the board, Governance, Communication, and Finance subcommittees – it encapsulates what we are trying to do. And really it is about the strategic emphasis on shared infrastructure and enabling community-based approaches to shared issues and shared opportunities.

Recently, I've been talking about the concept of co-opetition; that it's not about first past the post, but that everyone needs to get past the post. In the last few years, this intent has positioned us very uniquely in the Canadian context, as the first 100% Canadian, not for profit, community-governed infrastructure provider in the sector. We serve all member institutions regardless of their type, size, shape, or location in Canada, creating economies of scale and capacity in our own communities that

all member organizations can leverage. Ultimately, we are an operational entity, hopefully a centre for innovation, particularly around the use of open tools and open content, but also around cost effective access to proprietary solutions.

So our initiatives now play out in a number of different ways. Here are some examples:

Obviously locally; in terms of cost savings; in terms of access to solutions;; in terms of access to friendly and fantastic service for members across a wide range of exclusive products and services whether it's licensed content or using BCNet or NNELS and CALS.

Regionally, numerous effective collaborations with library federations, with the SPRUCE Co-operative in Manitoba, and others. Provincially, we're a member and service partner with partner agencies – whether with other associations like BCLA or BCLTA, for example – or with provinces and territories, all focusing on the delivery of a wide range of initiatives that support libraries and library users.

Nationally, we are an active member of Consortia Canada working with our partners across the country on programs and service delivery, on consortial discounts, and to bring best practice to the licensing space. Nationally also, our use of open tools and open content is informing a conversation about next generation library service for the print disabled.

Internationally, we're represented on the Evergreen International Oversight Board and we have partnerships and collaborations across the continent.

Virtually, we offer robust technology solutions, exclusive products, state of the art infrastructure and connectivity solutions, and more and more attention to open data and open tools.

The priorities for the year ahead really focus on ensuring the continuing success of existing initiatives, implementing the Strategic Plan, incubating new initiatives and partnerships, and articulating and driving change in this context.

Sitka continues to amaze me. The incredible growth and diversification from a single library to over 75, and we're still growing. We're now a center of excellence in Evergreen, in data migrations, in ILS Support, in ILS integration, in professional hosting, and more. We jointly hosted the Evergreen 2013 International Conference right here in Downtown Vancouver with 190 international delegates, 40 of whom were from BC or Manitoba, with attendees from as far away as Finland. It was an excellent gathering and a combination of many years of work and discussion both of the Co-op board and amongst the membership, but also internationally. Looking forward to the 2014 conference in Boston.

In the licensing realm, new licenses, new implementations, training and events, savings right across the spectrum, avoidance of platform fees through consortial approaches, exclusive access to products, and we're promising pretty exciting new Web site functionality for our licensing members in the next couple of months, that's for our Web site.

Speaking of website, we launched it last year I think an hour before the AGM. It supports communities of practice. We now have over 130 groups within the website. We've got several hundred users registered from across the membership, lots of new folks in the queue and plans to make that functionality even more accessible.

Much of the work in the last year has focused on emerging and external services. Everything from what we're code-naming CMSS or Content Management System Solutions – hosted website solutions including domain and e-mail hosting for the membership, which we will be releasing a lot more information about in the very near term later this summer. CMSS will offer a very low cost, professionally-designed website, again leveraging excellent communications infrastructure.

The (DIY) web streaming kit in partnership with – Simon Fraser University Library and Vancouver Community College Library; we have equipped two kits to enable live Web-streaming for any event in the library community. Again, later this summer, we'll be pulling the threads together making the documentation available, making available online. We drove it pretty hard at the Evergreen International Conference and we had viewers from around the world.

We're on the road this summer continuing with the IT assessments that we've been providing in partnership with some of the federations across the province of BC. The product of these assessments is an individual report for the participating libraries. It's like a health check on the IT infrastructure of the individual library. Everything from the Internet service provider, to the photocopier, to the telephone systems, to the desktop workstations. In part, hopefully, for library directors and boards to inform conversations and planning around budget, in terms of best practice for continuous procurement cycles, but also hopefully to see if there are any savings since the shared approaches may be flowing. I want to acknowledge the support of the North Coast in working with us on the initial pilot for that last year.

We signed a historic document with BCNet this year, for public library and all member access to Canada's Advanced Research Network, CANARIE – and really to tie into what I heard references to at the BCNet conference this year as Culture Cloud. This idea, that across Canada, we share some commonality that is really quite distinct from the U.S. in terms of privacy legislation. And how can we sync together all of the content producers and providers in Canada, in the public space, in the culture space, in higher education, in public libraries, in government, to really leverage this amazing advanced research network.

I'm guilty of throwing up this metric over and over and over again, that the advanced research network is really, really fast – so fast that if you're at home trying to download a single movie off iTunes, let's say Batman, it might take you about 7 minutes on average. On the Advanced Research Network, you can download the entire iTunes library, everything, every book, every movie, every podcast, every music title in 7 minutes. It is blazing fast, it's pristine, it's unclouded by commercial content and I think there's tremendous potential for libraries right across the country and particularly in BC.

The Canadian Accessible Library Service is something we built from the ground up for the National Network of Equitable Library Service, or NNELS. Again, bringing best practice research and design, open tools and open content to the discussion about how print-disabled users can access public library services in a way that's equitable with non-print disabled users.

We've been working in collaboration and partnership with the Co-op community. The Co-op is itself a member of two other Co-ops. One, the BC Co-op Association, whose AGM I attended yesterday, and the other, the United Community Services Co-op, which provides essentially business solutions for the Co-op sector.

Both, I think, are really effective. This is really interesting conversation that we're having with those communities. The Co-op sector in BC is very strong. The Co-op association itself is about 10 years old. Vancity and the Co-operators are major supporters with funding programs that we hope to leverage and somehow give back to in the coming years.

So, thank you. First of all, to all of our partners in the library, the Co-op and the technology communities, and there's so many to list. To Shannon Ellis, James Fournie, and Allan Carlson for their tremendous contributions to the organization and to our Co-operative community; we want to wish them all luck in their future endeavors and certainly don't want them to be strangers. To our enormously talented friend and colleague, Dan Lepsoe, who we miss.

This year, the board approved the further iteration of the staffing plan to retain expertise and ensure capacity and member supports. My thanks to the amazing staff and contractors who worked so hard for the membership. I just want to list all their first names, at least. Tami, Sharon, Maryann, Shannon, Robin, Mark, Tina, Jeff, Jennifer, Laurie, Stephen, two Kevins, Neil, Marie, John, and Eric. I want to welcome Dale, Mary, two Jonathans, Christine, and Liam. It's a growing posse and I'm really proud of the work that they do and on a daily basis, I'm amazed at how talented they all are.

Ultimately, congratulations to Co-op members. You are part of truly one of a kind entity in Canada. We work in partnership with you, we work on behalf of you. You are incredibly diverse. At four years old, it would be really daft of me to say that we're anything but a learning organization and know that your feedback is always welcome. Thank you.

Joanne Richards:

Thank you, Ben. Terrific. So, are there any questions for Ben on his report on our activity, in the room or on the phone? No. OK. Good. All right, we'll move on then.

### **Licensing BFG Report and Operational Report; Sitka BFG Report and Operational Report (distributed)**

So, next – the Business Function Group reports that were included and Operational reports that were including in the package.

I'll echo thanks to Tami Setala and Sharon Herbert for their work on these core activities. And again, I'll thank the Business Function Group Chairs regarding their contributions.

### **Strategic Plan (distributed)**

OK. Next is our strategic plan. The board is pleased to share a freshly minted strategic plan which will guide the Co-op development work for the next three years. In March, we invited comments on the draft of this from the membership, and thank you to those that offered feedback.

I encourage to take notes as you read through and if there's any questions now or – If they come to you later, well, you know, get hold of Ben or the Board.

## **FY12/13 Financial Report / FY13/14 Working Budget (distributed)**

Right. So at this time, I'm going to invite Dan Phillips to speak to some of the financial documents.

Dan Phillips:

In the package, we have three documents. First is the unaudited Income & Expenditures for April 2012 through March 2013. We also have the Balance Sheet and though not a requirement, in the interest of openness and accountability, we've added the Board approved projected FY14/15 budget. Does anybody have specific questions?

Ben Hyman:

I'll just say, first thanks to Dan for stepping in mid-term to the role of treasurer for the organization. Shannon Ellis was our treasurer and when she resigned her position at Pemberton and from the board, Dan thankfully stepped in.

Dan Phillips:

Yes. Lots to catch up on.

*Christina de Castell (VPL):*

Can you explain what "direct costs – provincial funding" are, under the expenses that was a non-budgeted item that then showed up under actual expenditures?

Dan Phillips:

These are external services related to Data Centre and associated costs related to Libraries and Literacy Branch infrastructure.

There's a couple other things to note. We were not required to file with CRA in previous years as we did not meet the threshold. So there are prior losses showing given completion of the audit and updated filings for previous years.

OK. I will make a

**Motion to appoint Lenora M. Lee of KPMG as the BC Libraries Cooperative's Auditor for fiscal year 2013 to 2014.**

Joanne Richards: **Moved**; *Christina de Castell (VPL): Secinded.*

None opposed.

***Carried***

Ben Hyman:

It's Ben. Leonora is on the line. Leonora, if you have anything you want to say, you can cue up and with star 1 but you're under no obligation to speak.

For those who attended the AGM last year, you may recall that we waived the appointment of the auditor for fiscal 12/13 but we did, in fact, end up going ahead with appointing an auditor and that is KMPG. The audited statements are expected this summer – we'll follow up with that. It's been great to work with Leonora so far; the first audit for the organization has been time consuming but the process is important.

Leonora Lee:

Thank you. I just wanted to thank you for the opportunity to attend today as well. We look forward to working with The BC Libraries Co-op. We do the audit for a number of libraries throughout the province. And I'm involved in a number of audits for both not for profit organizations and technology companies which the Co-op has a good blend of, so we're working well together in making progress on this year's audit and look forward to reporting in the future.

Dan Phillips: Thanks Leonora.

Joanne Richards: Yes. Thank you.

Joanne Richards: And then just to complete this piece of business, I'd like a

**Motion to accept for filing, the reports that were presented this morning.**

Scott Hargrove: **Moved**; Michael De Koven: **Seconded**

Joanne Richards: Thank you Scott, thank you Michael. Is anyone opposed to filing those report? Any abstentions?

**Carried**

### **Election or Appointment of Directors**

So next on the agenda would be election or appointment of the directors and for this year, because of their respective terms, all board members are continuing. Michael DeKoven has agreed to continue as Chair of the licensing different business function group. And Katie Albright of the Rossland Public Library has agreed to Chair the Sitka business function group. Both of those appointments are by acclamation, as they ran uncontested. So thank you Michael and Katie.

## Revisions to Foundational Documents

Joanne Richards:

Right. So now, we have the revisions to the foundational documents and I'm going to turn it over to Julie to work through that piece. This was a significant undertaking for the board and for staff, and we're really pleased with the result – I think and these documents will serve the organization much better as we go forward.

Julie Spurrell:

All right. Thank you. One of the first things that I did when I joined this board was attend a meeting of the governance committee. And it was one of the most frightening meetings I've ever been to. We had this service management agreement in front of us and I'm not exaggerating when I say we could not get past the first paragraph. Though it was fun to watch five highly skilled librarians and try to understand the language of the original SMA. That's quite funny and also I believe we went drinking afterwards.

When the Co-op was first founded, the SMA was written based on what was needed at that time. And it was based on the perceived needs of that organization at that moment. And what we discovered was that through the complexity, the type of language that was used in it and how it was drawn, that it had started to lose relevance for the work we were doing at that time and today and to the people who are members and how they understood the Co-op.

So starting with that horrible meeting in which we didn't cry but we came pretty close to it – and through a lot of guidance from Brian Owen who's on the line, and from Ben, in the past couple of years the board and the governance committee of the board has kind of ripped apart all of our foundational documents trying to find a way to make them effective, understandable, and to use language that you do not need a legal degree to understand. So that as libraries use the Cooperative, belong to it and consider joining it, they do so with real understanding about what they're in and what they're about to get into.

In a general way we have cleaned up the language. We have made the format of the document, I believe, much easier to understand. We have made better use of appendices so that details about how you use services are not mixed in with the rules of how the organization functions. And I think that if anyone has taken the time or does in the future to go over the documents you'll find that they are effective and easy to understand and more accurately reflect what it is that the Co-op is doing today and hopes to do in the future.

What we've provided is a quick overview on page 32 and 33, of the significant changes that we've made, including the removal of base services as a pre-condition for participation in the Co-op. This was done at the membership's request.

We have also obviously made a lot of physical changes to the document using our visual identity,

making it easier to read. We've taken out some of the things that were necessary at the beginning in relation to the first directors at the first AGM. And we have changed how voting happens at the AGM, to make it possible to vote without having to have two thirds of the membership in attendance. So that's sort of an overview, and Ben and I and Brian will do our very best to answer specific questions that you may have. And then after that we'll go ahead and do some motioning.

Ben Hyman:

I'll just interject for a moment. First of all, welcome to Wayne Briscoe of the Fort St. James Public Library to the call and Wayne if you have questions at any time please just press star 1 on your keypad.

*Christina de Castell:*

Are we discussing the rules or the SMA right now? And so I have questions just about the membership sections that have changed. Eligible organizations are outlined in section 2.03 of the Rules but then in the SMA it actually provides who the eligible organizations are for membership and so I'm just curious about the difference between the two documents and how that works that the relevant members aren't actually detailed in 2.03. It is, by the way, a beautifully clean set of documents and it was really lovely to read this and have it so easy to understand.

Ben Hyman:

Sure, the SMA and the rules get read side by side; the SMA references the rules a lot. The rules are stickier to change, as it requires a special resolution to change rules, so whenever possible the details are provided in the SMA.

So I think in this particular case without having it right in front of me, the SMA outlines eligibility of membership in more detail than the rules do, but the two don't contradict one another.

Julie Spurrell:

OK. The rules don't refer to the SMA or the terms of admission for a member.

Ben Hyman: Right, that's right.

Julie Spurrell: OK. So that's normal.

*Christina de Castell:*

It seems like the membership – the guidelines on membership actually changed quite substantially in the SMA and so I'm curious about that. I'm sure you must have talked about this as the board and committee; it does seem expanded considerably. What was the reasoning behind that? Is that part of the diversification in the strategic plan?

Julie Spurrell:

I think so, and I think when the Co-op was first formed, perhaps folks around the table did not

envision such diverse participation, though it seems to be reasonable to allow organizations to become members and to enable organizations to have a say in how the Co-op moves forward. So I think it's positive – and the more the merrier. Thank you.

Joanne Richards: So this – does that deal with your question Christina.

*Christina de Castell:* It does, yes.

Joanne Richards: OK. Thank you. Are there any other questions?

Joanne Richards: OK. So we have no questions.

Julie Spurrell:

All right so, on the next step then is for us to actually pass hopefully a motion that allows for these changes to become connected.

So the first has to do with the rules of association, and that rules can be made amended or repealed by special resolution and the motion is to accept.

Operator: Edel Toner-Rogala from Burnaby Public Library, your line is open.

Edel Toner-Rogala:

Thank you very much. I just wanted to come back to the conversation around the expanding membership and people from multiple jurisdictions now becoming members of the Cooperative. And I guess it gives me a bit of pause, in that it does change the nature of the Cooperative. It is, you know, we're becoming less the BC Cooperative, and more and more a Cooperative that represents libraries from coast to coast, to coast. And so, I was just wondering about, you know, how much dialogue there's been at the board level and with the original membership around that direction?

Joanne Richards:

Thank you for the question. The board is here, and Ben is here and we always encourage communication around our activities. Our door is open, we actively communicate and there was never any constraints placed on the scope of the organization. It was recognized by the board when I joined almost four years ago now that, we needed to diversify our scope. And we needed to diversify our activities in terms of revenue streams and business development and to do that, it goes hand in hand with diversifying our membership and reaching out to people that are interested in the services that we have to offer.

We are always willing to have conversations with any members at any time.

Ben Hyman:

I'll point to the founding documents, the purpose of the association in the memorandum of the association says "...not limited to any or all of furthering the collective and individual interest of

libraries and archives of all types for the benefit of the people who used their services; promoting and furthering progressive library, culture and support of literacy, life-long learning, providing education, and professional extension services; providing a collaborative procurement distribution and management framework, and operations for the provisions of library, goods, materials, and services.” During the review of the foundational documents we kept coming back to this broad vision and enabling scope. Part of the conversation for at least the last two years has focused on diversification as a sustainability strategy.

Ultimately in Canada we’re a really small market, our metrics are smaller than the State of California. To have maximum impact, there’s a story to be told when we combine our strength.

*Christina de Castell:*

Is it OK – working nationally, I often find that the interests in BC are slightly different from the interest in other provinces. And have you explored or discussed how to ensure the alignment with interests at libraries in BC because we do often have – I would say a slightly different culture around patron privacy concern sometimes, around the way we implement technology and also commercial partnerships.

So I’m curious about whether there were discussions about how to ensure that the BC Libraries’ interests are represented as we expand the membership. Which I do recognize was an existing provision in the previous rules requiring approval of the board. So I do recognize that this is not a substantial change.

Mary Toma:

I don’t have a question, I just have a comment. Speaking as the head librarian of the South Central Regional Library representing SPRUCE, but not having discussed this with SPRUCE, I don’t want to give the impression I’m speaking for all of the SPRUCE Libraries.

We are just grateful that the Co-op allowed us to be a member and I don’t – I don’t understand why it would be a problem because SPRUCE has one vote. BC still is very much the dominant vote in the Co-op and I don’t have a problem with that, you guys started it, we’re happy to go along with it. But I guess I’m not understanding why there would be an issue.

Joanne Richards:

Thank you Mary. Given the dramatically different needs, budgets and capabilities of our member libraries – without the kinds of services and options that the Co-op offers, you know, many of our members would be handicapped in attempting to deliver services in their communities.

Edel Toner Rogala

So people are taking my comment I think in a negative way, and that’s not how it was intended. The point of my comment was to ensure that we do have a conversation about this kind of thing from time to time for the very reason that Christina identified that while we are, you know, we’re all members of the Co-operative and we all serve library patrons, and there is huge benefit to Co-operating as Ben

says, you know, it allows us to leverage so much more affectively when we have a broader representation.

But on the other hand, as Christina alluded to, you know, Canada is not a flat floor. And, you know, there are jurisdictional differences and I just wanted to make sure that, you know, as we move forward, you know, the strengths that we have as a Co-operative is that we can leverage for all of our members and still have an opportunity for members to talk about how we are different in the different jurisdictions.

I just don't want it – I just don't want to lose that piece that, as we grow, we need to be conscious to the fact that well – that not all of us are in exactly the same boat and there may be things that are important to people here in British Columbia that may not be equally important to members in the Yukon, or in Manitoba, or wherever we grow. So that's what that was about. It wasn't criticizing the board in any way. I was just wanting to make sure that as we grow, we can – we are conscious of the fact that we're not all the same. Thank you.

Joanne Richards: Thank you, Edel.

Ben Hyman:

I think it's a brilliant point. I think it's really important to keep that on our minds and again, I'll just reference the brilliance of the initial governance subcommittee as it looked at should the Co-op be a Co-op, should it be an association, should it be a society. And one of the reasons that they selected Co-op as the structure was the scope for broad representation on a very large scale for national growth, for regional growth.

When I think about best practice in governance, in the Co-op sector, regional representation is captured really effectively – especially in capturing the diversity and variety.

These documents are dynamic; the board and the governance subcommittee has been a real openness to balancing off growth with representation. The board itself is really representative of the size and shape. We do have representation from the problems in Manitoba, for example, Mary, who spoke up on the call, is an active participant in the Sitka business function group.

I would argue that actually BC is a good metaphor for Canada because I've never found much unanimity in the province of BC. So, if we look at that, if we can capture the variety in this province whether we're looking at all libraries just public libraries, higher education libraries or special libraries – I think there is a real openness to tackling the challenges of growth while capturing the spirit of the initial vision without hamstringing the success of the organization in incubating powerful initiatives for the membership.

Julie Spurrell:

I was just going to add, Edel, that I think your point is a really significant one, and I think that probably in the past four years, at the board and the staff of the Co-op and the business function groups has been very focused on the sort of structural growth if that's the correct term, you know, getting set to work and getting users happy with the process. Getting the licensing done, working on the

foundational documents, getting the finances to the point where now we have real documents and audits and all the things that one should have, but that, I think the foundational documents allow for more structured involvement from members in a broader range of discussions through other types of committees or groups within the Co-op.

Having read the foundational documents until my eyes bled, I think there is a way to open up the discussion about what the Co-op does. What we do now tends to be very technical – it's about keeping on a path to manage all of the diverse things that we do. So I think that now that we're getting a lot of these foundational things dealt with and we're happy with it, that maybe, you know, in the coming year or so, there will be more chance for all sorts of more of those philosophical discussions that perhaps we have had to let go a little because we were so busy with the operations.

Joanne Richards:

Thank you everyone for your comments and questions. All right, is there any other – any further discussion or any motions to come forward?

Julie Spurrell:

We have the motions written down in the foundational document backgrounder on page two of the agenda.

So the first motion that I would like to make deals with the Co-operative's rules of association and the

**Motion is that we accept housekeeping amendment to the Co-operative rules of association as presented in the attached documents.**

Rue Ramirez: ***Second.***

Joanne Richards: ***Carried***

Julie Spurrell:

The next motion deals with the Services Management Agreement – that it can be amended with the approval of the board by ordinary resolution as defined by the Co-operative Association Act. And the

**Motion is to accept housekeeping amendments to the Co-op's service management agreement, as presented in the attached document entitled SMA underscore draft.**

Scott Hargrove: ***Seconded.***

***Carried***

Julie Spurrell:

And thank you all for your attention to this. Thank you to the people that put forward questions and

concerns about these documents. We want to hear from you and I hope that these changes encourage your participation in the Co-op in general.

Michael DeKoven:

This is Michael from Port Moody. So I want to thank the board for the – all the work that you've done on this and I recognized that it was a very complicated document but if there was any way to have this show what was changed – but I do appreciate the amount of work that you guys put into it already.

Julie Spurrell: OK. So thank you.

Joanne Richards:

Thank you Michael. Is there any new business that anyone would like to put forward for the meeting?

### **New Business**

Ben Hyman:

In planning the AGM this year, we recognized that there's a certain amount of conference fatigue this time of year, and AGM fatigue. The board and staff considered a variety of things that we could do to make this event special. One of the challenges of course is roughly 50 percent of attendees are on the phone. And the other 50 percent roughly are in the room, but I'd welcome any ideas that you might have about what we could do next year.

*Christina de Castell:* Might make it a little less dry perhaps.

Joanne Richards:

So, all right so I think that concludes the business of our meeting. So I will just say, thank you again and I'll look for a

**Motion to adjourn this meeting please.**

*Christina de Castell: Moved; Julie Spurrell: Seconded*

***Carried***

Joanne Richards:

Thank you. And I again thank everyone for attending the meeting both here in Vancouver and for those of you on the phone. We do appreciate your attention and the time you give to our organization for this event so, thank you and goodbye.

Ben Hyman: Thank you everybody.

**END**