**Membership Involvement Group**

**Meeting Notes with Revisions as Submitted**

**September 13, 2023**

**Attendees:** Ellie Wilkinson, Monique Lalonde, Peter Gillies, Vicki Carlan, Arleen Prost, Peter Hale, Linda Vanderlee, Phil Cohen, John Parker, Louise Profeit - Le Blanc, Karen Bays, Lenny Prost, Irene Richardson. Judi Webb

**Welcome and Introductions**

Karen welcomed the group and we introduced ourselves including our middle names. Karen also shared a land acknowledgement and reminded us we are on the unseeded territory of the Algonquin Anishinabe people.

Monique reminded us, by reviewing our discussion guidelines, of the way we want to conduct our meetings.

**Updates from the Summer**

***Creation of the Medicine Wheel***

Louise also welcomed the group and shared her story about creating the Medicine Wheel with fellow Centre gardener, Andre Lalonde, its importance in Indigenous culture and its potential for our Centre. Tobacco was passed to each person to hold throughout the meeting and to be sprinkled at the wheel site after the meeting.

***June 20th Information Meeting***

Ellie updated the group on the meeting held in June for the members and community about the offer from the Municipality to take on ownership and what that might entail. She noted the meeting was well attended (about 80 participants) including the mayor, staff, and council members from the Municipality of La Peche. There were meaningful questions from the participants with clear answers for most of them.

The Mayor clarified, that should the Municipality take ownership of the building, there were no intentions to interfere with the good work of the cooperative to provide programs, events, and activities for the members and community. It was also stressed that this offer was not initiated by the Municipality but by our Board of Directors in 2020.

Irene Richardson’s commented: I, as ex-president of the Board , contacted the Mayor on June 21, 2023 and requested a copy “ of the paper trail at the municipality regarding the Wakefield La Pêche Centre Board's request to prepare a letter of agreement/offer to transfer the building to the municipality.” The Mayor did not forward the document, because it does not exist.

Concerns from the audience included what affect would the language requirements have as a result of Municipal ownership, why did we not know about this offer before, and what other possibilities are there for the Centre's stability and sustainability.

Irene Commented:

The 2021/22 Board chose to handle the sustainability concern and letter of offer from the MLP by procuring a $10K ELAN (English Language Arts Network) grant and hire a consultant to look at this sustainability issue including the MRC report and MLP letter. The ELAN project was scheduled to be completed by March 31, 2023. It included defining the Coop sustainability concern, do analysis and research, address the MRC report and the MLP letter of offer, and prepare options docs with pros and cons to present and engage the members for discussion. The previous 2021/2022 Boards felt the members needed to understand the issue, findings and options using facts and financial figures to make an informed choice on the future of the centre.

The 2023 Board used the ELAN funds for a survey and to create a strategic plan.

Karen Bays, from the Membership Involvement Group, offered to find ways to explore other options.

***July Board Training Provided by CDROL***

Monique Lalonde provided the group with an update from the well attended Board Training session which included coop members, our board members, and participants from PAF-FAS arts cooperative.

Here are her notes (with thanks):

*A Board Training Workshop was held Monday July 17, from 1 to 4:00pm at Centre. Anyone could attend.*

*The session was conducted by Sebastien Carrier and Ignacio Zarate of La Coopérative de développement régional Outaouais–Laurentides (CDROL).*

*We could ask questions and they were very knowledgeable. They made the dry information very easy to follow.*

*They presented information, via a PowerPoint of 47 pages, entitled "The Rights and obligations of the administrators of a Cooperative".*

*This document is great for anyone interested in learning how a cooperative should work.*

*They covered: 1. What are the different types of cooperatives, 2. The fundamental principles, 3. The decision making structure, 4. The assemblies, 5. The members, 6. The board of directors, and 7. Important documentation.*

*Hopefully, Sebastien and Ignacio will likely continue to be a great resource as we look at membership and by-laws in particular.*

*Vicki Carlan, Board President, stated, in a follow up email, that Sebastien and Ignacio have been excellent support to the Coop and she looks forward to the continued relationship. Will this continue? That will have to be seen.*

*This workshop should be provided to the Board/members/community on a regular basis.- Thank you.*

***Revision of the 2018 By-Laws by the Governance Circle***

*Peter Hale updated the group on the work done over the summer on the Cooperative's By-Laws by the Governance Circle.*

* *Governance Circle was created early in the existence of the MiNG. Any member with an interest in governance is welcome to join the group.*
* *Both the Board and many MiNG members recognized the need to revise the existing by-laws that were approved in 2018.*

*Peter noted:*

* *Some sections are not in compliance with the Quebec Cooperative Act*
* *Some sections are unclear in their intent*
* *Some sections have never been used and are not contemplated in the future*

*A small group consisting of Blair Richardson, Archie Smith, Karen Bays, Ellie Wilkinson, Phil Cohen and Peter Hale agreed to review the existing by-laws and prepare a revised set of by-laws for consideration of the Board prior to the 2023 Annual General Meeting. Peter has served as the chair for these meetings (3-4 each 2-3 h)*

*Process: the Group went through the by-laws clause by clause. If a section was repealed this was indicated in the revised draft. If text were to be eliminated this was indicated using the strikeout function. Items for further discussion of the group or with the Board these were added as comment boxes.*

*Changes of a non-consequential nature (e.g., spelling errors, capitalizations, typographic errors) were made directly in the new version. Proposed new text was added in green so that it was readily apparent.*

*The proposed new by-laws were shared with the board. The Board met on August 23rd to discuss the revised by-laws and other business. Peter was asked to attend and participate in the discussion. The Board did not reach a decision on the size of the board at that meeting.*

*A draft copy of the By-Laws was sent to all Members along with the AGM meeting notice - two weeks in advance of the September 21 meeting. The format of that version of the By-Laws showed the 2018 version and noted changes, deletions, additions, etc. so members could see what changes and where changes were made.*

*It was also pointed out that the Revisions included a Membership Agreement. This has been a requirement of our By-Laws for some years and has not been instituted.*

*It was noted by Irene that she and a group of Members had gone over the DRAFT By-Laws and had some concerns and suggestions they would like to discuss. She believed there would/should be a process for review and feedback by members. It was explained that the intent was for that to happen at the AGM since members would have two weeks to review.*

*Peter has been available to the Board to provide information and advice.*

*Peter thanked the circle members for their work.*

***Transfer of Ownership Committee***

*John Parker provided a summary of the work underway regarding the possible Transfer of Ownership of the Centre to the Municipality of La Peche. He noted the following:*

* *The Committee is made up of a variety of individuals from the Board, partner groups, Membership Involvement Group, and original founders. The Committee is Chaired by Pam Ross*
* *The focus of the work is on the letter of agreement in principle from the municipality sent to the co-op board in August 2021, and the Partnership Agreement which expired several years ago.*
* *Ellie, Blair, and Peter are on the Committee as well; they also sit on the Governance Circle.*
* *The process has been to focus by going through each clause and updating or clarifying each where required. The goal of the group is not advocating for or against the transfer of ownership. ~~The hope is to present what the Cooperative needs to make the agreement understandable, acceptable and practical to the Centre's needs now and in the future.~~ Please remove -Not applicable - the letter nor John talk about the sustainability of the Coop, the letter is all about the transfer of the building to the municipality.*

*The same process is being used for the Partnership Agreement.*

*John also noted that the experience has been positive and although there are a variety of people with different histories or views, it has been a collaborative process with the best interests for the Centre and the cooperative in mind.*

***Thought and Information on Board Selection***

*Vicki shared that she would be holding a session for people interested in joining the Board the next day. And the plans are to accept nominations prior to the AGM. She noted that passion is not enough. Skills and knowledge, especially in the financial areas are needed.*

*Karen noted that she had participated in a webinar provided by the Not Profit Leadership Lab, Five Practices of Outstanding Non-Profit Leaders. She shared a resource from the webinar: The 14 Attributes of a Thriving Nonprofit. (Note: if anyone who could not attend the meeting and would like this resource, contact Karen.)*

*We then did an exercise where we considered what skills and knowledge and what values and virtues are qualities needed in our Board. "\*"s indicate more than one notation.*

*The list included the following skills and knowledge:*

*\*Communication skills*

*\*Consensus building*

*Service and time*

*\*Research skills*

*\*Ability to listen*

*Objectivity and can weigh aspects*

*\*Professionalism*

*\*Work in a team with respect*

*\*Financial knowledgeable*

*\* Collaborative*

*\*Problem solver*

*\*Attention to details*

*The list of values and virtues included the following:*

*Support engagement and participation*

*Commitment*

*Authenticity*

*Wisdom*

*Honesty*

*Tact*

*Flexibility*

*Decisive*

*Caring*

*Open mind and heart*

*Work cooperatively*

*Integrity*

*Dignity*

***Update on Planning of Scenarios/Options***

*Karen noted that at the June 20th Information Meeting on the possible Transfer of Ownership of the building to the Municipality of La Peche, there was interest in knowing what other options were available or being pursued as well as the ownership transfer as a means for sustaining the Centre's future.*

*It had been explained at that meeting that the Board had explored a number of options, studies, surveys, and strategies for the future of the Centre and the building transfer was the one they wanted to pursue for now to see what that could offer, especially in light of the building assessment study which had been done earlier in the year.*

*Karen and Arleen began work on a plan and set up a meeting with CDROL to see what support they could offer in the process. They were joined by Irene and a meeting was held in July.*

*A general summary of activity and work was shared but it was noted that we are still without a plan to request, share, and assess other options out there.*

*Irene reminded the group that she and others have created ~~3 two~~ versions of a "status quo" approach and these have been shared with the MING list and beyond~~. None of these supported transferring ownership of the building to the Municipality~~.*

*Please remove the above comment , we did not discuss the # of options or what was in the options at this meeting****? By the way, And Option #2 did cover the ownership of the building: This was the statement -* Analyze options on how to handle short and long-term building maintenance including building ownership.**

*~~Karen expressed that she was beyond her capacity at the moment to move Scenarios and Options forward without additional help for her and Arleen. Irene noted interest. We hope others might help as well~~.*

*This is what I remember being said: Please replace with*

***Karen expressed that she was beyond her capacity at the moment to move Scenarios and Options forward and would not be working with CDROL.***

***Irene volunteered to work on options and to work with CDROL to move forward with options.***

*~~Further discussion with CDROL and possibly with the new Board need to occur~~. Not mentioned at the meeting.*

***MING and Its Future***

*It was noted that a portion of our next meeting, planned for October, would be spent revisiting the need and interest in our Membership Involvement Group. At one point, our Circles would be "where the action is" and the large group would be for general information sharing and development of overall needs and interests.*

*Also, we will have a new Board and time will tell if and how we can support our shared objectives with our talents, energy, and resources.*

***Next meeting:***

To be third or fourth week in October - depending if and when a Special General Meeting is called. Meanwhile, if any of the Circles want to meet and revisit their work of earlier this year, please do. Please share your intentions with our MING distribution list so others can join in. We are expanding all the time.