



Pembina West

2024

DIRECTOR NOMINATION PACKAGE

COMMUNITY | INTEGRITY | RESPECT

PEMBINA WEST CO-OP
BOX 4040, BARRHEAD, AB T7N 1A1

2024 Director Nomination Package

Pembina West Co-op

Box 4040 - 4711, 49 Street, Barrhead, AB T7N 1A1
P: 780-674-2201 F: 780-674-4408
www.pembinawestco-op.crs



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Application Checklist

Please use the checklist below to ensure your application is complete.

Enclosed Documents for You to Complete

- Board Candidate Nominee Declaration

Please Also Submit the Following

- A **Brief Biography** - This will be published in local newspapers and/or posted at Pembina West Co-op locations.

All documentation must be completed and received by Pembina West Co-op Administration, no later than 4:30PM on Wednesday, June 12th, 2024.

To submit:

- Visit our administration office at 4711 49 Street in Barrhead
- Mail to Pembina West Co-op, Box 4040, Barrhead, AB T7N 1A1, ATTN: Board Nominations
- Email to admin@pwcoop.ca with subject "Board Nominations"

For more information, contact a member of the Nominations Committee:

Dallas Stevens
780-333-5448

Ivan Kusal
780-674-2272

Susan White
780-305-3626

Helmut Ehrenholz
780-674-4565

Joan McLenaghan
780-674-3907

Walter Preugschas
780-674-3307

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Pembina West Co-op Guiding Statements

Mission Statement

We are an engaged retail Co-op that enhances our communities, while providing exceptional standards and shares our profits with our members / owners.

Our Values

COMMUNITY • STRONGER TOGETHER

INTEGRITY • HONEST, DEPENDABLE, ETHICAL

RESPECT • REGARD FOR ALL

Our Vision

Be the leader in providing products and services that are vital for present and future generations within our communities.

Our Aspiration

We are a Co-op committed to providing a valued experience to our communities, team, and customers through a culture of leadership, integrity, and respect.

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2024 Call for Nominations

Members are owners and have the right to participate in the democratic process at Pembina West Co-op.

This Co-op is a growing local business that employs over 230 team members in Barrhead, Mayerthorpe and Whitecourt to serve over 11,200 active members, and many other customers throughout the region. In 2023, the Co-op allocated \$1,222,974 in equity to member owners, while focusing on sustainable growth, and providing local members with the services they want and need.

If you are a Co-op member, or know a Co-op member, who meets the enclosed requirements and has the interest, experience, and passion to support a growing organization that is locally invested and community minded, this is the time for action.

We have opened a Call for Nominations to the Pembina West Co-op Board of Directors until Wednesday, June 12th, 2024 at 4:30PM, when all nomination forms must be received by Pembina West Co-op Administration.

To submit:

- Visit our administration office at 4711 49 Street in Barrhead
- Mail to Box 4040, Barrhead, AB T7N 1A1
- Email to admin@pwcoop.ca

There are **three director positions** up for election this year. Each position will be elected to serve a three-year term on the Board of Directors for Pembina West Co-op.

The Directors will be elected at the Annual General Meeting, which will be held in Barrhead on Wednesday, June 26, 2024. Nominees will be allotted time to address the membership and speak publicly to their leadership skills, and their vision for serving members and the organization as a Director of the Board for the Co-op.

All members of the Co-op are invited to attend the meeting closest to them to meet the Board, hear the annual reports, learn about the Co-op's investments in the community, and to attend the Annual General Meeting in Barrhead to vote in this Director election.

The members of the 2024 Nominations Committee are available to answer questions and to receive completed nomination forms from interested Co-op members. Please feel free to reach out to:

Dallas Stevens
780-333-5448

Ivan Kusal
780-674-2272

Susan White
780-305-3626

Helmut Ehrenholz
780-674-4565

Joan McLenaghan
780-674-3907

Walter Preugschas
780-674-3307

Enclosed in this package is information pertinent to any member considering joining the Board of Directors. Thank you to all members for your interest and support of Pembina West Co-op, we welcome your participation at the membership meetings.

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Pembina West

Financial Statements

Pembina West Co-op Balance Sheet As at January 31, 2023

	2023	2022
Current assets		
Cash	\$ 55,521	\$ 631,193
Accounts receivable (Note 5)	5,818,484	3,678,983
Income taxes recoverable	392,687	428,293
Inventories	7,388,730	6,186,872
Prepaid expenses	242,746	148,397
Current portion long-term receivable (Note 6)	49,766	10,821
	<u>13,947,934</u>	<u>11,084,559</u>
Long-term receivable (Note 6)	295,520	250,810
Investments		
Federated Co-operatives Limited (Note 4(a))	12,689,059	12,056,530
Other organizations	9,107	9,057
Property, plant and equipment (Note 7)	23,404,683	23,653,182
Intangible assets (Note 8)	1,984,196	-
Total assets	<u>\$ 52,330,499</u>	<u>\$ 47,054,138</u>
Current liabilities		
Line of credit (Note 9)	\$ 25,973	\$ -
Accounts payable and trust liabilities (Note 10)	8,925,328	6,429,471
Customer prepaid accounts	126,930	96,644
Current portion of long-term debt (Note 11)	-	10,410
	<u>9,078,231</u>	<u>6,536,525</u>
Long-term debt (Note 11)	5,153,764	3,000,000
Asset retirement obligation (Note 4(b))	39,895	37,226
Total liabilities	<u>14,271,890</u>	<u>9,573,751</u>
Members' equity		
Share capital (Note 12)	17,759,022	17,515,156
Reserves and retained savings (Note 13)	20,299,587	19,965,231
	<u>38,058,609</u>	<u>37,480,387</u>
Total liabilities and members' equity	<u>\$ 52,330,499</u>	<u>\$ 47,054,138</u>
Subsequent event (Note 19)		
Contingencies (Note 21)		

Approved on behalf of the Board of Directors

signed by "Walter Preugschas"

Director

signed by "Susan White"

Director

The accompanying notes are an integral part of these financial statements



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Financial Statements, cont'd

Pembina West Co-op Statement of Net Savings and Statement of Retained Savings For the Year Ended January 31, 2023

	2023	%	2022	%
Sales (Note 14)	\$ 115,636,369	100.0	\$ 87,155,793	100.0
Cost of goods sold	<u>100,676,379</u>	<u>87.1</u>	<u>73,755,940</u>	<u>84.6</u>
Gross margin	<u>14,959,990</u>	<u>12.9</u>	<u>13,399,853</u>	<u>15.4</u>
Expenses				
Operating and administration	18,462,746	16.0	16,292,250	18.7
Net interest (Note 16)	<u>(11,398)</u>	<u>-</u>	<u>(250)</u>	<u>-</u>
	<u>18,451,348</u>	<u>16.0</u>	<u>16,292,000</u>	<u>18.7</u>
Loss from operations	<u>(3,491,358)</u>	<u>(3.1)</u>	<u>(2,892,147)</u>	<u>(3.3)</u>
FCL loyalty program (Note 4(c)(iii))	1,977,604	1.7	1,600,529	1.8
Patronage refunds	<u>3,162,463</u>	<u>2.7</u>	<u>2,954,690</u>	<u>3.4</u>
Savings before income taxes	1,648,709	1.3	1,663,072	1.9
Income tax expense (Note 18)	<u>91,379</u>	<u>0.1</u>	<u>29,227</u>	<u>-</u>
Net savings	<u>\$ 1,557,330</u>	<u>1.2</u>	<u>\$ 1,633,845</u>	<u>1.9</u>
Retained savings, beginning of year	\$ -		\$ -	
Net savings	1,557,330		1,633,845	
Transfer to general reserve (Note 13)	(334,356)		(481,350)	
Patronage allocation to members (Note 12)	<u>(1,222,974)</u>		<u>(1,152,495)</u>	
Retained savings, end of year (Note 13)	<u>\$ -</u>		<u>\$ -</u>	

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Financial Statements, cont'd

Pembina West Co-op Statement of Cash Flows For the Year Ended January 31, 2023

	2023	2022
Operating activities		
Net savings	\$ 1,557,330	\$ 1,633,845
Adjustments for:		
Depreciation & amortization	2,145,315	2,080,525
Accretion	2,555	1,586
FCL patronage refund	(3,162,643)	(2,954,154)
Gain on the disposal of property, plant and equipment	-	(7,119)
Impairment of goodwill	654,450	-
Changes in non-cash operating working capital:		
Accounts receivable	(2,139,501)	(899,773)
Income taxes recoverable	35,606	(232,944)
Inventories	(1,109,947)	(500,058)
Prepaid expenses	(94,349)	(13,097)
Long-term receivables	(83,655)	(261,631)
Accounts payable and trust liabilities	2,495,857	1,377,687
Customer prepaid accounts	30,286	7,191
Asset retirement obligation	114	-
Cash provided by operating activities	<u>331,418</u>	<u>232,058</u>
Investing activities		
Redemption of FCL shares	2,530,114	2,450,909
Additions to property, plant and equipment	(1,054,532)	(1,553,348)
Proceeds from the disposal of property, plant and equipment	-	9,133
Investment in other organization	(50)	(117)
Cash consideration on business combination	(3,572,841)	-
Cash provided by (used for) investing activities	<u>(2,097,309)</u>	<u>906,577</u>
Financing activities		
Increase in long-term debt	2,143,354	-
Repayment of long-term debt	-	(209,321)
Share capital issued	7,560	5,880
GST on allocation	38,360	-
Redemption of share capital	(1,025,028)	(753,413)
Cash provided by (used for) financing activities	<u>1,164,246</u>	<u>(956,854)</u>
Net increase (decrease) in cash	(601,645)	181,781
Cash, beginning of year	<u>631,193</u>	<u>449,412</u>
Cash, end of year	<u>\$ 29,548</u>	<u>\$ 631,193</u>
Cash is comprised of:		
Cash	\$ 55,521	\$ 631,193
Line of credit	(25,973)	-
	<u>\$ 29,548</u>	<u>\$ 631,193</u>

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Pembina West Co-op Locations

Barrhead

Barrhead Food Store, 4705 49 Street

Home & Agro Centre, 4903 49 Street

Liquor Store, 4711 49 Street

Gas Bar, 4917 Elevator Road

Barrhead Cardlock, 4917 Elevator Road

Barrhead Petroleum Office, 4907 49 Street

Bulk fuel and propane sales & administration

Administration Office, 4711 49 Street

Mayerthorpe

Mayerthorpe Food Store, 4902 Crockett Street

Mayerthorpe Cardlock, 5201 52 Street

Whitecourt

Whitecourt Cardlock, Convenience Store, and Bulk Fuel, 3682 30 Street

Westlock

Westlock Tempo Gas Bar, 11007 104 Ave

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2023 Board of Directors of Pembina West Co-op

Dallas Stevens – President

Ivan Kusal – Vice-President

Susan White – Secretary

Ross Bohnet - Director

Faye Branden – Director

Helmut Ehrenholz - Director

Adriana Spreen-Mills – Director

Joan McLenaghan – Director

Walter Preugschas – Director

Upon completion of their terms, up for re-election this year are Ross Bohnet, Faye Branden and Adriana Spreen-Mills

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Board of Directors Criteria

Section 7 in the bylaws govern the criteria and process for electing Pembina West Co-op's Directors

7. Directors

7.01 Number of Directors

- (a) The number of directors constituting a full board is the number stated in the articles.
- (b) Two positions on the board of the amalgamated Cooperative will be reserved for the members from Mayerthorpe area who will meet all qualifications for directors as stated in 7.02. If for any reason there are no qualifying directors elected from the Mayerthorpe area to fill these positions then these positions can be filled by the members at large.

7.02 Qualifications

- (a) No person shall become or continue as a director if that person:
 - (i) is not an individual;
 - (ii) is under 18 years of age;
 - (iii) is an individual who:
 - A. is a dependent adult as defined in the *Dependent Adults Act* or is the subject of a certificate of incapacity under that act;
 - B. is a formal patient as defined in the *Mental Health Act*;
 - C. is the subject of an order under the *Mentally Incapacitated Persons Act* (RSA 1970 c232) appointing a committee of the individual's person or estate or both; or
 - D. has been found to be a person of unsound mind by a court elsewhere than in Alberta;
 - (iv) has the status of bankrupt;
 - (v) is an officer or employee of the Cooperative or a commission operator under contract with the Cooperative;
 - (vi) is an individual who is related to an employee of the Cooperative in any of the following ways:

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- A. spouse;
- B. person living with the employee in a marriage like relationship;
- C. child;
- D. parents/guardians;

(vii) notwithstanding clause (vi) D. Parents/Guardians of students working at the Co-op will be allowed to serve as a director, such parent/guardian will be allowed to finish their term if the student becomes a full time employee, but will not be eligible to serve as a director as stipulated in (vi) D.

(viii) has an account with the Cooperative that is more than 90 days in arrears.

(ix) Fails a criminal records check (provide within 60 days if elected or until such time that the RCMP can provide)

(x) Is involved in any litigation against Pembina West Co-op

(xi) is an owner, officer, director, employee, or has a financial stake or vested interest in a competing company or organization or is an individual who has a:

- A. spouse;
- B. person living with the employee in a marriage like relationship;
- C. child;
- D. parent/guardian

who is an owner, officer, director, or has a financial stake or vested interest in a competing company or organization.

(xii) performs work for the Cooperative in an employee or contractor capacity.

(b) No person shall be a director unless that person or an entity of which that person is an officer, director, or member:

- (i) was a member of the Cooperative on the date that the individual was nominated as a director; and
- (ii) purchased goods or services, or a combination of both, from the Cooperative during the last financial year of the Cooperative, worth the collective amount of at least \$2,500.00.

(c) A person who is elected or appointed as a director is not a director unless:

- (i) that person was present at the meeting when the election was held or appointment was made and did not refuse to act as a director; or

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(ii) if that person was not present at the meeting when the election was held or appointment was made;

A. the person, before the election or appointment or within 10 days after it, consented in writing to act as a director; or

B. the person has acted as a director pursuant to the election or appointment.

7.03 Nominating Committee

(a) Before director elections are held, the board will appoint a nominating committee, composed of two or more directors whose terms of office do not expire at the next annual meeting, and other members of the Cooperative that the board, in its discretion, chooses to appoint.

(b) Except as set out in these bylaws, the procedures of the nominating committee are those determined from time to time by the board.

7.04 Nominating Procedure

At each annual meeting of members when a director's term of office expires:

(a) the nominating committee will place before the meeting a list of nominations for the position of director; and

(b) the list of the nominations will consist of:

(i) only qualified individuals who have been nominated in writing, in the form prescribed by the board, by other member(s) of the Cooperative and;

(ii) the nominee has consented in writing, in the form prescribed by the board, to their nomination: and

(iii) the written nomination and consent have been received by the nominating committee at least 15 days prior to the AGM

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Regular Board and Committee Meetings

Regular Board Meetings

Regular board meetings take place a minimum of once per month. They are currently scheduled for the third Wednesday of each month and are subject to change. Regular board meetings alternate between Barrhead and Mayerthorpe locations. Barrhead meetings are held in the boardroom at the Administration Offices of Pembina West Co-op. Mayerthorpe meetings are held in the Legion.

Annual General Meeting

Our Annual General Meeting is to be scheduled for Wednesday, June 26, 2024 in Barrhead, with an Information Session in Mayerthorpe on Tuesday, June 25, 2024. Further details will be announced closer to the event date.

Federated Co-operatives Limited (FCL) AGM

Saskatoon - March 2025

Committees

Pembina West Co-op also has 6 committees that some board members will participate on.

- The Executive Committee
- The Member Relations Committee
- The Finance Committee
- The Nomination's Committee
- The Policy Committee
- The Ethics Committee

Meetings for these committees are held as called by the committee chair.

FCL Delegates Meetings

Pembina West Co-op has designated delegates that attend bi-annual Federated Co-op meetings in Saskatoon in November and March.

Other

Additional meetings may be added, or meetings may be removed with advanced notice as required.

Please ensure your availability to attend all or the majority of the listed meetings.

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Duties and Responsibilities of Directors

It is the duty of Directors to participate jointly with the members of the Board of Directors in carrying out the following responsibilities of the Board:

- a) The establishment of overall vision, mission, aspirational statements, corporate values, objectives, and policies for the direction of the Co-operative
- b) Establish the organization of the Board, including appointment of Committees, and clearly define the responsibilities and the authority assigned
- c) Determine the job description, establish the salary range, appoint the Chief Executive Officer, set the salary, develop annual performance plan and appraise the performance
- d) Approve the organizational structure, salary schedules for management and employees, and personnel policies and programs for the organization
- e) Set direction and guidelines for planning and budgeting, evaluate the development of major plans and programs, and approve capital and operating budgets
- f) Analyze and appraise progress in achieving objectives and goals
- g) Authorize changes in the assets of the organization
- h) Recommend any bylaw amendments to membership
- i) Approve applications for membership
- j) Recommend schedule of patronage refunds in accordance with the bylaws
- k) Authorize payment of member equities
- l) Establish and monitor controls and regulations for the protection of members and creditors (e.g., insurance, bonding)
- m) Provide for effective communications to member and public relations for the organization
- n) Provide for the appointment of a delegate or delegates for the Co-operative Retailing System, including representing the Co-operative at FCL District, Region and Annual General Meetings
- o) Create and avail oneself of opportunities for self development to enhance one's contribution as a member of the Board of Directors and as Co-operative leaders
- p) Provide for effective relations and co-ordination with other Co-operatives serving the area
- q) Demonstrate leadership by personally supporting and promoting the Co-operative to the best of his/her ability
- r) Encourage and ensure the Chief Executive Officer's attendance at development meetings such as the Annual General Manager's Conference, attendance at seminars and clinics, and meeting needs identified during the performance appraisal

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- s) Encourage Chief Executive Officer participation in community activities that enhance the image of the Co-operative, providing the financial health of the retail permits this time allocation
- t) Must be prepared to attend about 10-12 regular Board meetings each year. Failure to attend three consecutive Board meetings may result in their office being declared vacant
- u) Must be prepared to serve on Committees and attend occasional special meetings and be involved in Member Relation functions
- v) Should the Director become a delegate, he/she must be able to attend meetings on behalf of the Co-op (2-4 days in November in Saskatoon and 4 days in Saskatoon in March)
- w) Must sign the commitment to office
- x) To tour and assess all premises annually

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Code of Conduct for Directors

Directors are elected by the members of Pembina West Co-op (the "Co-operative") to represent their interests. Legislation and the bylaws of the Co-operative define the manner in which the Co-operative conducts its affairs.

Legally, directors are expected to:

- Comply with all provincial government legislation and regulations, as well as the co-operative's bylaws, policies, procedures, etc.;
- Understand the co-operative model and principles;
- Effectively represent the interests of the members and report back to them; and
- Abide by good governance practices.

This Code of Conduct reflects the Co-operative's expectations and intentions with respect to the behaviour of its directors. All directors are expected to:

- Demonstrate commitment by purchasing the goods and services provided by the Co-operative to the fullest extent possible.
- Make impartial decisions that are in the interests of the Co-operative as a whole, rather than for one's private interests.
- Avoid all conflicts of interest, real or perceived, that could damage the Co-operative.
- Respect and abide by board decisions on all issues.
- Maintain confidentiality with regard to boardroom discussions and privileged information (including verbal information), documents and reports.
- Recognize and respect lines of authority and responsibility delegated to the Chief Executive Officer (CEO).
- Develop and maintain a relationship of trust and respect between the CEO and the board.
- Be aware of and understand the Co-operative's mission, vision, values, and strategic initiatives.
- Continue to develop their competencies as directors by participating in learning activities.
- Represent the Co-operative in their community by demonstrating their core values of community, integrity, and respect.
- Represent Federated Co-operative Limited (FCL) in their community by demonstrating FCL's core values of integrity, excellence, and responsibility.
- Support FCL and the Co-operative Retailing System (CRS) by actively participating and supporting the efforts of the federation.

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Confidentiality and Privacy

Each Director is under a duty to maintain the confidentiality of information gained through the performance of their duties, except in circumstances where disclosure is authorized or legally mandated. This includes information about Board members, member retails, employees or contractors, as well as general information pertaining to the Co-operative's business, operations, and other organizational or internal matters which are intended to remain confidential. Board members must avoid inadvertent disclosure of confidential information through casual or public discourse which may be overheard or misinterpreted. It is the responsibility of each Director to know what information is confidential and to obtain clarification when in doubt. This duty applies at all times during their appointment as a Director and continues after the end of their appointment.

Compliance with the Policies of the Co-operative

Directors must comply with the policies and bylaws of the Co-operative, as they relate to their position.

Compliance with the Law

Directors will conduct the Co-operatives business in accordance with all applicable legislation, including the Canada Cooperatives Act and its Regulations.



Conflict of Interest Guidelines

In discharging their duties for Pembina West (the "Co-operative"), each Director shall adhere to the following guidelines regarding conflicts of interest:

1. A conflict of interest may be real, potential, or perceived in nature:
 - a) an actual conflict of interest arises where a Director has a private or personal interest, for example, a close family connection or financial interest;
 - b) a potential conflict of interest may arise when a Director may have a private or personal interest such as an identified future commitment;
 - c) a perceived or apparent conflict of interest may exist when a reasonable, well informed person has a reasonable belief that a Director has or may have a conflict of interest, even if there is no actual conflict.
2. Both prior to serving on the Board and during their term of office, Directors must openly disclose potential, real or perceived conflicts of interest as soon as the issue arises and before the Board or its Committees deal with the matter at issue.
3. If the Director is not certain whether he or she is in a conflict of interest position, the matter may be brought before the President of the Board for advice and guidance.
4. It is the responsibility of other Directors who are aware of an actual, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the President of the Board.
5. The following examples constitute conflicts of interest:
 - a) Corporate Opportunities - Personal interests which conflict with the interests of the Co-operative are otherwise averse to the interests of the Co-operative. This would include working for another organization that competes with the Co-operative or that has a business relationship with the Co-operative.
 - b) Personal Benefits - Seeking, accepting or receiving any personal benefit or discounts from a supplier, customer, vendor or any individual or organization doing or seeking business with the Co-operative that are generally not available to others at the Co-operative.
 - c) Outside Directorships/Employment - Being a member of the board or an employee of another corporation, or having a contractual relationship with another corporation, which might have material interests that conflict with the interests of the Co-operative. Dealing with matters on one board which might materially affect the Co-operatives Board.
 - d) Use of Corporate Property - Using the Co-operatives property, information or relationships, and non-public information about the Co-operative's strategies, business plans, operations, or customers, strategies, or business plans, for direct or indirect personal gain.

2024 Director Nomination Package

Pembina West Co-op

Box 4040 - 4711, 49 Street, Barrhead, AB T7N 1A1

P: 780-674-2201 F: 780-674-4408

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- e) Gifts and Hospitality - Directly or indirectly, offering or accepting cash payments, gifts, gratuities, privileges, or other personal rewards, which are intended to influence the activities or affairs of the Co-operative.
- f) Political Involvement - A Director may take part in and seek election to public office as a candidate in any provincial or federal election but they must take a leave of absence from the Board once the writ of election is issued and they must resign as Director of the Co-operative immediately should they be elected.

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Pembina West

Board Candidate Nominee Declaration

Date of Nomination:			
Name of Director Nominee: (the member who will stand for election)		Co-op Number:	
Nominee Street Address:			
Name of Nominating Member: (the member supporting the nomination)		Co-op Number:	

1. Declaration of Nomination by a Pembina West Co-op Member

I hereby nominate (*Mr. / Mrs. / Ms.*) _____ (please print the nominee's name)

Co-op Member Number _____, for the position of Director for Pembina West Co-op.

Signature of Nominating Co-op Member

2. Acceptance of Nomination by the Director Nominee

I accept the nomination and agree to let my name stand for election. I also understand the attached criteria which I must meet in order to be eligible to seek election for the position of Director, and which I must meet/maintain in order to hold this position for the duration of my term of office.

I have also enclosed a brief biography and acknowledge that this biography may be published by Pembina West Co-op in various print and digital mediums.

Signature of Co-op Director Nominee

3. Administration and Acknowledgement by Co-op Nominations Committee

As of the above date, the Director Nominee is a member in good standing at Pembina West Co-op.

Signature of the Nominations Committee Chair

Chair of the Nominations Committee
Office Held