

# Replies From 2012 MEC Board Election Candidates

*Below are the replies I received as of 2012-03-20 (may update later), from those candidates who OK'd public sharing of their replies. For explanation please see <http://votermedia.blogspot.ca/2012/03/how-i-plan-to-vote-in-mountain.html>*

## **Blair Hammond:**

### **What is your opinion about the Special Resolution on this year's MEC ballot?**

hi Mark,

Thanks for taking the time to write.

I have no special information on the special resolution (i.e. no insider information), but for the record I voted 'no' on it. I wasn't clear on why it is there and what problem it's trying to fix.

Further, if the problem is that some are dissatisfied with the calibre of people being elected to the board, as is implied, there are other ways to resolve that problem that would be consistent with MEC's fundamentally democratic approach to selecting its directors.

So, whilst I recognize that for an organization the size of MEC, having high quality board members is vital, what is sketched out in the special resolution sounded a little bit too much like a more traditional approach to corporate governance that did not seem to be well justified.

If you would like to get a further sense of where I'm at on some issues, I'd invite you to visit my campaign Facebook site: <https://www.facebook.com/pages/Blair-Hammond/319493241402043>. I'll be putting another post up in the next week or so focusing more on some business ideas and approaches I'd like to explore should my campaign be successful.

Thanks for giving me the chance to connect with you.

Regards,

blair

Blair Hammond

2012 Candidate

MEC Board of Directors

### **When you emailed me your reply below, did you know that this notice was attached to your reply?: "This message is intended only for the use of the individual or entity to which it is addressed and may contain information which is privileged, confidential or proprietary."**

Yes. This email address, and its formatting, is provided to us by MEC for the purposes of the campaign. Once the campaign is over, it disappears. All of the communications on it are monitored by the MEC communications team, for as I understand it they want to ensure that we're not spamming folks, providing inaccurate information, or misrepresenting ourselves as representatives of the Co-op etc.

### **Do you mind if I share your replies with others?**

No, please go right ahead. The caveat is that the MEC elections team is asking that we do not share all our communications with the other candidates, for they're wanting to encourage independent responses to questions posed by members (believe I have that right).

### **Don't you think it would be more helpful to MEC members if we could all see each others' questions to candidates and the candidates' answers, on the web?**

I think having an open blog type forum where questions can be submitted and the responses

seen publicly is a great idea worthy of support. I'm all for open communications.

**Morrie Schneiderman:**

**What is your opinion about the Special Resolution on this year's MEC ballot?**

Hello Mark,

Thank you for taking the time to ask this question.

I disagree with this resolution.

I think this resolution was proposed because, in the past, special interest groups have tried to influence the outcome of MEC election. This proposal could prevent the Board being taken over by such a group. But if such a group did "take over" the Board, the present system would permit reclaiming the Board. If this amendment were to pass, such re-claiming would not be possible. Thus I see the solution as being potentially worse than the disease.

Regards,

Morrie

**When you emailed me your reply below, did you know that this notice was attached to your reply?: "This message is intended only for the use of the individual or entity to which it is addressed and may contain information which is privileged, confidential or proprietary."**

I have seen that message when people reply to my answers, but it was not on the screen when I typed the reply.

**Do you mind if I share your replies with others?**

I personally have no objection, if what you share is not taken out of context by you or by anyone who receives it after you do. I suspect that sentence is being added in an attempt to keep comments from being taken out of context.

**Don't you think it would be more helpful to MEC members if we could all see each others' questions to candidates and the candidates' answers, on the web?**

Yes, it would be. We had an all-candidates discussion before voting started. That was one of the topics discussed. It is something the Board staff told us is "in the works, perhaps in time for next year's election".

**Geoffrey White:**

**What is your opinion about the Special Resolution on this year's MEC ballot?**

Hi Mark,

Thank you for writing.

I interpret the resolution as allowing the Board's nominating committee to identify and nominate its own candidates. I see no problem with that. I would see a problem with the resolution if it excluded members from coming forward with nominations from the broader membership, such as it currently works now.

What are your thoughts?

Regards,

Geoff

[www.VoteforGeoff.com](http://www.VoteforGeoff.com)

@geoffrey\_white

#VoteforGeoff

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I wasn't aware of the disclaimer. Thanks for bringing that to my attention.

**Do you mind if I share your replies with others?**

I am all for transparency. In the 2010 election I even posted all questions and replies thereto on my Facebook campaign.

You can share my reply with anyone you like - hopefully it satisfies them but I am always happy to be wrong and am open to different views.

**Don't you think it would be more helpful to MEC members if we could all see each others' questions to candidates and the candidates' answers, on the web?**

I support your proposal for public Q&As.

**Shawn Mitchell:**

**What is your opinion about the Special Resolution on this year's MEC ballot?**

Dear Mark,

Thank you very much for your email and for your question!

Disclosure: I Googled your name, and so have some baseline sense of your unique expertise and interest in this area.

By way of history, and pulling from my previous experience on the MEC board, the organization has been wrestling with issues associated with superior performance in governance for some time: executing better strategic oversight of management; truly adding value as a governing board; succession planning at the board level; and just generally ensuring that the board has the skills it needs to lead an organization as complex as MEC.

We took steps to create a new role at the senior staff level (Senior Manager, Governance) and began fine-tuning existing board processes, etc. to lay the foundation for board members to truly govern and lead from a strategic and generative point of view, not just fiduciary oversight. Ultimately, as we began to address issues of succession, we realized that some steps were going to need to be taken to modernize the board elections process. However, even at that time, we were not of one mind about how best to do so without potentially compromising some aspects of the democratic nature of the co-op.

It was at that point that I ended my last term and left the board.

The resolution proposed by the board, when presented out of context the way that it is, is rather inflammatory, and, I suspect, not precisely what the current board intended.

Regardless, it is the responsibility of the board – any co-op board – to ensure that qualified candidates appear on the ballot. The board is also required to ensure that prospective candidates are actually qualified to discharge their duties as potential board members.

The co-op is a quarter of a billion dollar organization, with hundreds of employees, millions of dollars of real estate holdings in multiple provinces, a global supply chain, and massive amounts of public goodwill. I think that what the board is wrestling with (as are other large co-ops like Vancity): is it appropriate or reasonable to simply HOPE that any particular list of candidates in any given year hold the qualifications or experience necessary to govern such an organization?

In its April 2005 Governance Matters newsletter, the Canadian Cooperatives Association reported on a recent survey of its member organizations about board renewal. They found that:

- A majority of the boards of co-operatives and credit unions are actively involved in profiling

the attributes/skills desired of new board members (56%), and also in the next step, actively recruiting potential candidates who could run for the board (60%.)

· Fully two-thirds of co-op boards are also involved in selection, i.e. in the presentation of the names of individuals to the membership for consideration at the AGM.

Having said all of that, this board, or any other board, should not set up enabling conditions whereby it can recruit board members "in its own image" and prevent other candidates from even being presented to the membership. The devil, as they say, is in the details. There has to be a balance – allow qualified members-at-large (who are in good standing) to emerge unprompted AND ensure that the candidate pool holds candidates who could contribute to the ongoing development and expertise of the board. Of course, all in keeping with the BC Cooperatives Act, the organization's by-laws and the will of the membership. The challenge that I see with the amendment as it is currently framed is that there is no counter-balancing check to the authority of the Nominations Committee (the board). Members will have to trust their board.

Without the benefit of more background on the issues, I think it is likely difficult for people to see what the end game truly is ... and therefore it is likely difficult for members to be supportive of the resolution.

That's a very long-winded email, but I hope this is helpful.

Best regards,  
Shawn

**When you emailed me your reply below, did you know that this notice was attached to your reply?: "This message is intended only for the use of the individual or entity to which it is addressed and may contain information which is privileged, confidential or proprietary."**

Actually, I didn't. Until you pointed it out, I had no idea my email account came pre-set with that signature/footer.

Before either one of us get's too exercised about that, I do know from my board days that all email accounts are set up centrally by the IT department and I guess must have some standard settings on them. It just never occurred to me to check about this one in particular. And you might as well know, all candidates are advised that their email responses are automatically cc'ed to the Governance team to ensure our compliance with the campaign rules.

**Do you mind if I share your replies with others?**

If they are shared with others in the spirit with which I provided them, then no, I don't mind. It would be helpful if you attached some kind of footnote/rider that said "Shawn would be pleased to engage with you further on this at candidate\_mitchell[at]mec.ca "

**Don't you think it would be more helpful to MEC members if we could all see each others' questions to candidates and the candidates' answers, on the web?**

Mark, in a perfect world more than 30 thousand members (out of 3.3 million) would vote (that's been the typical voter turnout the past few years) and candidates would actually be able to demonstrate their capacity as potential board members in ways that go beyond 100 word limits to questions that no member has ever yet asked me. I would love it if we could actually debate and engage with fellow candidates and with members ... and not just online. However, I also know that not all aspects of a traditional, political election process play to the strengths of every prospective candidate and that such an approach could prevent strong candidates from coming forward because they are not comfortable public speakers, aren't necessarily quick on their feet, or need more time to prep written material. The one benefit of the current model is that there is a level playing field for all participants. Just generally, and with respect to the special resolution, I think what we are seeing on issues like this (and sourcing from Israel was another similar one) is how profound the engagement

gap is between the co-op and the majority of its members, not to mention with the sub-set of members who are engaged and are more invested in the activity and behavior of their co-op. This is not unique to MEC, it is endemic to large co-ops. So when I look at posts that are emerging on blogs and communities online, I am struck by how inconsistent peoples' understanding is of their co-op and reminded of how poorly the organization has performed at communicating with people beyond the matters of selling gear. A sense of community is being lost and a sense of cynicism/skepticism has crept in.

Which is sad. In my experience, the staff and board at MEC are diligently trying to do what is best for the membership. Rarely does a conversation or exchange occur at head office, or in the stores, or at the board table when members' interests are not referenced or contemplated. It's hard-wired into the culture. But the staff and board are at ground zero of an operating reality that they are not sharing or explaining well to members and it is costing the organization in ways that are hard to quantify but are nonetheless very real. More needs to be done to aggressively address this, and not just at election time.

### **Dale Mills:**

#### **What is your opinion about the Special Resolution on this year's MEC ballot?**

I am for the resolution. This resolution begins a process that many successful boards across Canada employ. I have gone through an extensive board of director's training program provided by the Institute of Corporate Directors and its partner the University of Toronto. As a certified corporate director by these institutions, I feel that the nominations committee has an increasingly important and critical role in ensuring boards have the right skills required to meet the ever increasing responsibilities of a board of directors. MEC's existing by-laws short change the ability to draw candidates with the necessary skills that it may require. The role of directors has changed significantly in the past decade. The Institute of Corporate Directors fosters excellence in directors to strengthen the governance and performance of all Canadian corporations and organizations. They achieve this through education, certification and advocacy of best practices in governance. As part of best practices in governance, it is critical the right skills be represented on the MEC board and the Board can only achieve this through improved governance in the nominations process. With the proposed resolution, the slate of candidates becomes stronger and allows the members of MEC to vote for candidates that can make a better collective contribution at the board table by ensuring the skills that are needed exist in the board members.

The membership still votes for directors on the board and I believe MEC will be better and stronger in the future with this resolution.

I hope this had been helpful in explaining my views.

Dale Mills

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I didn't know what was on the footer but many corporate email systems automatically have a disclaimer footer attached to each outgoing email

#### **Do you mind if I share your replies with others?**

I don't mind if you share my response. Note that it is my personal view and not MEC's.

#### **Don't you think it would be more helpful to MEC members if we could all see each others' questions to candidates and the candidates' answers, on the web?**

Perhaps. But I think a well thought out discussion on the pros and cons would be worthwhile. For example, if every candidate saw each of the others' responses, it may change his/her response. In addition, some members don't always ask clear or relevant questions which could be embarrassing to the member if posted for everyone to see.

MEC asked the candidates to develop a profile and asked three questions for each candidate to answer and all of this was shared on the web as part of the election process. This was a fair and consistent way to see each candidate's response. Perhaps having members submit questions to MEC before the next election might be helpful. MEC could review its questions to include input from the members and in that way all candidates would have his/her responses posted.

### **Richard Novek:**

#### **What is your opinion about the Special Resolution on this year's MEC ballot?**

Hi Mark,

This is indeed a controversial resolution and I am currently on another Public Board where a similar situation exists and in fact there are some who are contesting an election over this type of rule set. I believe that there is value in a nominating committee looking for certain attributes in potential Board members to ensure that the Board can function effectively. Among these attributes, necessarily are the professional and experiential qualifications that are necessary for a Board to govern an organization of the importance and size of the one in question. I understand that this might mean that some otherwise worthy candidates might be overlooked or unable to qualify for the post. The danger of having a Board with too many members that do not have the requisite experience or understanding of governance issues is that the Board ceases to function effectively and thus the organization itself could potentially be at risk. As a member, I know that I wouldn't want the organization to hire a CEO without the requisite experience and qualifications and surely therefore, the people to whom the CEO reports, the Board of Directors, should equally be made up of individuals with a solid background and understanding of the influences and drivers of the executive suite, not to mention the legal and financial health of the organization.

In the case of MEC in theory, I believe that members would want the best people possible to govern the Coop even if that means a filtering process for the nominees to ensure a qualified and well-balanced Board.

Mark, I believe this resolution will ensure strength and continuity for the MEC Board for years to come. I will be supporting it.

Thank you for your question and for giving me the opportunity to express my thoughts in response.

For more information about my candidacy, please visit my website: [www.magrich.ca](http://www.magrich.ca)

Cheers!

Richard Novek

candidate\_novek[at]mec.ca

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Yes, I've seen it on my emails previously. As candidates, we are given an email address on the MEC email system and so must conform to the MEC email rules. As well, we are very limited in our ability to say what we want and to whom we want - this is very clearly outlined in the rules for candidates. Our email is also audited by MEC staff. It does at first glance seem quite restrictive but the idea here is to ensure that all candidates are on a level playing field and that email exchangers do not make personal attacks or unsubstantiated claims about the Coop.

**Do you mind if I share your replies with others?**

Not at all. However as mentioned earlier, I am prohibited from the "Reply to all" for emails such as yours. However having told you this and knowing that my emails are audited, I cannot control what you do.

**Don't you think it would be more helpful to MEC members if we could all see each others' questions to candidates and the candidates' answers, on the web?**

In theory, yes, I'd like to see a completely open forum for the exchange of ideas surrounding the MEC Board elections. However there is some logic to the restrictions in that they help keep all candidates on a level and transparent playing field and it prevents discussions from deteriorating into personal attacks.

**Chris Wagner:**

**What is your opinion about the Special Resolution on this year's MEC ballot?**

Hi Mark,  
Thank you for the e-mail on the special resolution.  
The Directors and Management of MEC know and understand their organizational strengths and weaknesses very well. Member feedback and interaction makes this very clear to them on a daily basis. They know where they are OK and they know where they need help. Where they need help they look for Board members with the skills necessary to truly understand and provide the help and direction they need.  
For example, MEC has said for the last two elections that they really need people with financial literacy and previous board experience. Unfortunately the current rules do not allow the Board or Management of MEC to support any particular candidate with these skills. As a result what MEC really needs in its Board members is often not delivered by the election results.  
The rationale behind the resolution is to allow MEC to recruit the very best Board members possibly can for the needs it has. Based on this, I support the resolution because it should allow MEC to build a stronger organization that is better able to serve its members.  
Thank you for engaging in this process and this election. Ultimately engaged members like you are who the Board listens to. It is then up to the Board and Management to deliver on what members are asking for.  
Chris Wagner

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**Do you mind if I share your replies with others?**

Yes, you are free to share my reply with others.

**Don't you think it would be more helpful to MEC members if we could all see each others' questions to candidates and the candidates' answers, on the web?**

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