

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes
Wednesday Dec. 13, 2017 6:30- 9:10 PM
River Valley Co-op, Northampton

Board Members Present: President, Dorian Gregory, Vice-President Andrea Stanley, Clerk Alex Risley Schroeder, Treasurer Jade Barker, Lynn DiTullio, Jacquie Fraser, Steve Bruner, Eric Friedland-Kays, Gary Schaefer and General Manager Rochelle Prunty.

Others: Duke Bouchard, Finance Manager

Notetaker: Beth Skinner, Co-op Leadership Administrator

Presiding: President, Dorian Gregory

Meeting convened @ 6:30 PM

I. 6:32-7:00 PM Agenda Review and Approval of Minutes

- Alex offered an icebreaker-think of something new you learned this week.
- Dorian discussed changes to the agenda. B Global Executive Constraint and B5 Treatment of Consumers will be postponed until the January meeting. B1 will be discussed after Code of Conduct.
- Steve wished to revise line item 10 in the November minutes concerning Director Nomination and Election policy. Dorian made the motion to accept the proposed policy with revised changes and Lynn seconded the motion. The motion was approved unanimously with no abstentions.
- Lynn announced the CDS training which will occur on January 6, 2018.
- Andrea made a motion to approve the minutes with the changes and Eric seconded. It was passed unanimously with two abstentions.

III. 7:00-7:05 PM Action Items

Directors reviewed the action items from the last meeting.

Action: Jade and Alex will work on job descriptions for Executive Committee Officers-In Process

IV. 7:00-7:05 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board re None

V. 7:05-7:18 PM Welcome to Gary as a new member of the board. Board directors read aloud the code of conduct and signed it.

VI. 7:18 7:42 PM B1: Financial Condition & Analysis Monitoring Report

Rochelle and Duke discussed the report and net income for the quarter and responded to Board members questions. Dorian made a motion to accept this internal report as a demonstration of acting within board-established boundaries of executive limitations and

Jacque seconded the motion. The motion passed unanimously. Dorian thanked Rochelle and Duke for the detailed report and noted that the new charts were very helpful.

VII. 7:45- 8:10 PM Dorian made a motion to go into Executive Session and Steve seconded the motion. The motion passed unanimously.

VIII. 8:10 PM Dorian moved to accept the November Executive Session minutes and Eric seconded the motion. The motion was approved unanimously with two abstentions.

Dorian made a motion to adjourn Executive Session. Alex seconded the motion. The motion was approved unanimously with no abstentions.

Duke Bouchard left the meeting.

Break 8:10-8:25 PM

IX. 8:25-8:50 PM Annual Meeting and Election Debrief

The board thanked Jade Barker and Pat Cumbie for their excellent speech about their report: "Personal Narratives on Race and Food Co-ops". The room looked great but was cold. In the future a chart on the annual meeting would be helpful i.e. attendance, number of candidates, and number of votes cast. Next year consider a different site. Friday night is difficult for Jewish members. Check lighting on speakers and sightlines for audience. Can co-op sell tickets online for the event?

X. 8:50-8:55 PM 2018 Board Calendar

Dorian explained the Board Calendar.

XI. 8:55-9:00 PM Capital Campaign

Lynn reviewed draft charter for Capital Committee charter. Dorian a motion to approve the charter and Eric seconded the motion. The motion passed unanimously.

XII. 9:00-9:10 PM DI Unity of Control

Jade discussed the survey monkey. It was decided that DI could be monitored in November along with D Global.

XIII. 9:10 PM Capital Campaign Committee Charter postponed

Review draft charter and form committee

XIV. 9:10 PM Adjourn

Dorian made a motion to adjourn and Alex seconded the motion. The motion passed unanimously with no abstentions.

Action: In response to suggestion that Board communicate support for undocumented immigrant farmworkers' and support CISA's recent editorial, it was agreed that additional education on the topic would be useful- in process Lynn will contact Margaret (Rochelle and Alex are interested in attending the meeting)

Action: Director Nomination and Election Policy will be added to the Appendices of the Policy Manual-Beth In Process

Action: Jade and Alex will work on job descriptions for Executive Committee Officers- In Process

PARKING LOT:

Dorian and Alex will review policies for needed updates –in process
 Look at avenues for Board organized community participation around promoting local food.

Next Board Meeting: Jan 10, 2017, 6:30-9:00 PM, River Valley Co-op

Director	Nov 17	Dec 17	Jan 18	Feb 18	Mar 18	Apr 18	May 18	Jun 18	Jul 18	Aug 18	Sep 18	Oct 18	Nov 18	Dec 18
Jade Barker	ABS	X												
Steve Bruner	X	X												
Lynn DiTullio	X	X												
Gary Schaefer		X												
Eric Friedland-Kays	X	X												
Jacque Fraser	X	X												
Dorian Gregory	X	X												
Alex Risley Schroeder	X	X												
Andrea Stanley	X	X												

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