

Northampton Community Cooperative Market, Inc. Board of Directors Meeting Minutes

Thursday July 10th 2014, 6:30-8:59PM
River Valley Market, Northampton

Board Members Present: Vice-President/Treasurer Jade Barker, Secretary Lynn DiTullio, Christine Dutton, President Dorian Gregory, Marci Linker, Roz Malkin, Max Saito, Andrea Stanley, and Rochelle Prunty (General Manager).

Absent: Jeff Napolitano.

Others Present: David Elvin (Member-owner), Louise Hurwitz (Member-owner), Monica Nunez (Human Resources Manager), Alex Risley Schroeder (Member-owner), and Michelle Driscoll (Board Administrative Assistant).

Presiding: Dorian Gregory, President

Notetaker: Michelle Driscoll

Meeting convened @ 6:30PM

I. 6:30PM Member-Owner Comment Time

Those present introduced themselves. Rochelle shared a letter to the Board from member-owner Phillip Gauthier. The letter touched on a number of issues, including concerns regarding Eden Foods political position relative to the ACA, and was both appreciative and questioning.

The Board discussed the co-op's responses to recent inquiries about vendor choices.

II. 6:44PM Check-In

Dorian led the Board in an icebreaker asking those present to share a "shining moment" in relation to their Board work, work for, or membership in the co-op.

ACTION: Marci will prepare an icebreaker for the August meeting.

III. 7:05PM Agenda Review

The agenda was revised. The Board Development Committee and Board Election Committee charters review was tabled until the August meeting.

IV. 7:06PM Review and Approval of Minutes

Review of 6/8/14 Meeting Minutes: Lynn moved to accept the minutes. Marci seconded. The Board discussed the distribution method of the minutes. The minutes were approved unanimously.

V. 7:09PM River Valley Market LLC operations board resolutions

Rochelle proposed a Board resolution to open a new bank account at Florence Savings Bank and close an account at Northampton Cooperative Bank. Roz seconded. The Board discussed the proposal. The proposal was unanimously accepted.

Rochelle introduced an NCCM board resolution to either allow or deny a request regarding a membership change following counsel's advice. Andrea made a motion to accept the resolution, and Dorian seconded. The resolution was unanimously accepted.

VI. 7:16PM Annual Meeting Committee

Lynn and Andrea gave a report on the venue, date, and proposed theme for the Annual

Meeting. The meeting will be held on Thurs Dec 4th 2014 at the Garden House. The theme of growth, with “Roots and Shoots” as the marketing, was proposed. Ideas for icebreakers, decorations, and activities were discussed.

VII. 7:24PM Growth and Expansion

The Board engaged in a strategic conversation about the role of the Board in relation to growth of the co-op. Dorian shared the “Big Vision” from last year’s Annual Report about envisioning the co-op’s potential achievements by its 10-year anniversary. Discussion about the Expansion toolbox from May’s meeting was reviewed, focusing on the timeline for expansion. At the Board’s direction, Rochelle is having a market study completed exploring the feasibility of growth. Dorian reminded that the responsibility of the Board is to ensure that board members share an understanding of where we are in the process and be prepared in the future to make any decisions that may be needed regarding real estate and financing as described in bylaws. The board must also ensure that communication between board and membership be a priority, and that we create meaningful member linkages and dialog to ensure that the growth of the co-op operations be consistent with member-owner values and vision.

Rochelle shared a progress report regarding the remodel and expansion plans. She discussed the ongoing feasibility studies. She also discussed the co-op’s internal development to strengthen for expansion. Current plans include replacing some older equipment. for the deli and adding a cash register for better customer flow, upgrading the POS system, and adding off site administrative offices. Rochelle discussed a store plan for further renovations in a July/August 2015 time frame, including potential visual branding improvements and facility improvements. She outlined the consultants that she is working with to develop the plans. Upcoming training plans for managers and staff were shared, as well as potential changes and expansion to the administrative team.

The Board broke into small groups to discuss their reactions to Rochelle’s report.

VIII. 8:00PM Break

IX. 8:12PM Growth and Expansion, cont.

Louise left the meeting.

Each small group shared highlights from their breakout discussions. Highlights included: praise for staff training and development efforts to strengthen internal capacity; the forward thinking aspects of the planning including both the outward (rebranding/visual) and the inward (strengthening internal resources); reactions to rebranding/identity creation for the co-op as a way to manifest values and mission; looking into the types of work that will be involved vs. the first time this work was done; the potential administrative change to offsite and the shift around that; and focus on our business ownership model as our unique differentiating strength in the marketplace.

X. 8:20M Policy Monitoring C: Global Governance Commitment

Jade led a review of policy C: Global Governance Commitment. The Board discussed their responses to the self-assessment survey and their general monitoring procedures.

XI. 8:26PM Policy Monitoring B4: Membership Rights and Responsibilities

Rochelle shared her monitoring report for B4: Membership Rights and Responsibilities. Board members asked questions, and Rochelle responded. Highlights of the report were discussed, including the increase in overall membership. Dorian made a motion to

accept the report as a demonstration of acting within board-established boundaries. Lynn seconded. The motion was approved unanimously.

XII. 8:40PM Board Budget

Jade presented a proposed FY15 Board budget, and the proposal was discussed. Jade moved to accept the budget with discussed revisions not to exceed \$50,000.00. Lynn seconded. The FY15 Board budget was approved unanimously.

ACTION: Michelle will work with Jade on a finalized budget, and include the finalized budget in the next Board packet.

XIII. 7:15PM Board Election Committee

Christine, Jade, and Max reported on outreach efforts to recruit candidates for the 2014 elections. Christine presented a finalized timeline. Next steps for the committee to get information in the newsletter and finalizing the application were discussed. Members leaving the election committee were thanked.

ACTION: Max will work on revising the Board candidate application with Loran from Marketing.

ACTION: Board members will send updates on the Board candidate list to Jade.

ACTION: Rochelle will look into reactivating the Board of Directors email and direct it to the committee members.

XIV. 8:59PM Adjournment

The meeting was reviewed. Marci made a motion to adjourn the meeting. Jade seconded. The meeting was adjourned at 8:59PM.

Next Board Meeting: Thursday August 14, 2014 6:30-9:00pm, River Valley Market