

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

Thursday September 11th 2014, 6:30-9:00PM  
River Valley Market, Northampton

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

**Absent:** President Dorian Gregory, Jeff Napolitano, Andrea Stanley

**Others Present:** Monica Nunez (Human Resources Manager); Jacquie Fraser (Board Candidate)

**Presiding:** Secretary Lynn DiTullio

**Notetaker:** Monica Nunez

**Meeting convened @ 6:30PM**

## **I. 6:30PM Member-Owner Comment Time**

There were no member-owner comments.

## **II. 6:31PM Check-In**

The Board had a roundtable check-in to share personal info and open the meeting.

## **III. 6:42PM Agenda Review**

The agenda was reviewed.

## **IV. 6:43PM Review and Approval of Minutes**

Review of 8/14/14 Meeting Minutes: Marci moved to accept the minutes. Max seconded. The minutes were unanimously approved.

Review of 8/14/14 Executive Session Minutes; added that Marci had moved to end the Executive Session: Roz moved to accept the minutes. Christine seconded. The minutes were unanimously approved.

## **V. 6:45PM Business Update**

Rochelle shared a business update.

## **VI. 6:53PM River Valley Market LLC operations board resolutions**

There were no River Valley Market LLC operations board resolutions.

## **VII. 6:54PM Policy Monitoring B2: Business Planning and Budgeting**

Rochelle shared her monitoring report for B2: Business Planning and Budgeting. Board members asked questions, and Rochelle responded. Highlights of the report were discussed, including sales and operational improvements. Marci made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations. Christine seconded. The motion was approved unanimously.

## **VIII. 7:03PM Policy Monitoring B1: Financial Condition and Analysis**

Rochelle shared her monitoring report for B1: Financial Condition and Analysis. Board members asked questions, and Rochelle responded. Highlights of the report were discussed, including sales growth. Marci made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations. Max seconded. The motion was approved unanimously.

#### **IX. 7:10PM Policy Monitoring C5: Directors Code of Conduct**

Jade led a review of policy C5: Directors Code of Conduct. The Board discussed the policy and their responses to the self-assessment survey.

#### **X. 7:18PM Committee Charters**

Proposed charters were presented for the Board Election Committee and the Board Development Committee.

There was discussion and a request for the Board Election Committee to add a review of their proposed charter to their next meeting agenda on Wed next week.

The Board Development Committee charter was discussed. Roz made a motion to accept the committee charter as presented. Lynn seconded. The proposed charter was unanimously accepted as amended.

A review of all other Board Committee Charters was placed in the parking lot.

#### **XI. 7:32PM Proposed Policy Revisions**

Christine presented an updated proposed revision to Board Policy C8 2(a). Jade made a motion to accept the policy as revised. Roz seconded. The Board discussed the proposed revision. The proposal was unanimously accepted.

ACTION ITEM: Christine will provide the revised policy to Michelle.

The proposed revision to the timing of Ends Policy A was moved to the October meeting.

Jade made a motion to change the timing of Ends Policy A review to October. Marci seconded. The proposal was unanimously accepted.

ACTION ITEM: Michelle will revise policy register to reflect these revisions.

#### **XII. 7:48PM Break**

#### **XIII. 8:03PM Board's Long Term Strategic Work-Plan**

Lynn led a brainstorm and discussion session about Board priorities. The Board prioritized topics to be worked on over the next 1-3 years.

"Telling our story" and "How we grow" – how to include other items on the list under these two categories.

ACTION ITEM: Lynn will put notes together and circulate for further input on this.

#### **XIV. 8:50PM Annual Meeting Planning**

The Board discussed the next steps in planning the Annual Meeting and articles for the Annual Report. A follow-up meeting was set for Friday September 19 with Rochelle.

8:53PM – Jacque left the meeting.

#### **XV. 8:58PM Board Election Committee**

Jade presented the Board Election Committee's proposed slate of candidates. Jade made a motion to accept the proposed slate of candidates. Lynn seconded. The proposed slate of candidates was accepted by a vote of four yeses with two abstentions.

**XVI. 9:05PM Appreciation and Adjournment**

The meeting was reviewed. Roz made a motion to adjourn the meeting. Marci seconded. The meeting was adjourned at 9:06PM.

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