

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

**Wednesday September 28, 2016, 6:30-9:41 PM
River Valley Co-op, Northampton**

Board Members Present: Clerk Jade Barker, Steve Bruner, President Dorian Gregory, Vice-President Andrea Stanley, Roz Malkin, Treasurer Lynn DiTullio, Alex Risley Schroeder, and Rochelle Prunty (General Manager)

Absent: Christine Dutton, Eric Friedland-Kays

Others: Duke Bouchard, Finance Manager; Natasha Latour, Marketing Manager; Monica Nunez, HR Manager

Presiding: President Dorian Gregory

Notetaker: Beth Skinner

Meeting convened @ 6:30 PM

I. 6:30 PM Member-Owner Comment Time

No co-op owner comments. Dorian explained that, going forward the agenda will include a few minutes at the end of the meeting for the board to discuss and decide the next steps, or need for response, if any, for any co-op owner comments.

II. 6:35 PM Agenda Review and Ice-Breaker

Steve led the ice-breaker. Steve asked attendees to tell a story of a personal expansion project or decision that was difficult and that ultimately worked well from something important in your own life.

The agenda was reviewed.

ACTION: Duke will do the October ice-breaker and serve as meeting timekeeper

III. 7:00 PM Review and Approval of Minutes

Review of August 24, 2016 Meeting Minutes: Steve moved to accept the minutes. Alex seconded. The minutes were approved by a unanimous vote in the affirmative with one abstention.

IV. 7:05 PM Action Items

Beth reviewed the action items from last meeting.

ACTION: Steve will do the September fire starter and serve as meeting timekeeper.
DONE

ACTION: Board members will contact absent Board members to continue the conversation on boycott policies and talking points with owners. Steve will contact Christine, Roz will contact Andrea, Dorian will contact Eric, and Alex will contact Lynn.
DONE

ACTION: Lynn and Jade will put together an info packet about the co-op's financing history and future options for a board education session for the September Board meeting. DONE

V. 7:10 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions: None

VII. 7:10PM Financial Statement Audit

Duke introduced the draft annual financial audit report.

7:30PM Bruce Mayer, our auditor from Wegner CPA joined the meeting by phone and reviewed the results of the draft financial statement audit report with the Board including the patronage dividend and rebate recommendation.

7:40PM Staff left the meeting for executive session discussion with Board of Directors and Bruce Mayer.

7:50PM Staff returned to the meeting.

Dorian moved to accept the audit of the financial statement. Steve seconded the motion. It was approved unanimously. Lynn made a motion to accept the recommended patronage dividend and rebate as reflected in the draft financial statements. Dorian seconded the motion. The motion was accepted unanimously.

Rochelle expressed her appreciation for Duke's work as Finance Manager. All agreed

VIII. 8:05

BI: Financial Condition & Analysis Monitoring Report postponed until next month.

IX 8:05-8:15 PM Break

IX 8:15 PM Committee Updates

Alex shared the Election Committee report. Roz made a proposal that the eight candidates presented by the committee be accepted for 2016 Board Candidate ballot. Alex seconded. After discussion, Steve, Alex and Dorian voted in favor. Andrea, Lynn and Jade abstained. The proposal was approved.

The Board discussed the committee's proposal about upgrading our electronic balloting process by using a 3rd party service (Simply Voting). Dorian moved to approve the proposal to engage Simply Voting for our balloting process based on references from other co-ops and the description of proposed services. Lynn seconded the motion. The motion was passed with 6 votes and one abstention.

8:25 Attorney Layla Taylor of Sullivan, Hayes, and Quinn arrived (legal counsel for River Valley Co-op).

Annual Meeting

Andrea discussed possible themes. The committee will return with more ideas. This year's venue (Hadley Farms Meeting House) has a somewhat higher capacity (300 compared to 200 at the Garden House) to better accommodate the numbers of co-op owners wanting to attend. Improvements to speed and length of buffet food lines and new ways to invite member-owners were also discussed.

VIII. 8:30 PM RVC Financing History (Jade and Lynn) postponed until Oct.

IX. 8:33 PM Policy Monitoring C5: Directors Code of Conduct postponed until Oct.

X. 8:35 PM Executive Session

Alex made a motion that the Board go into an executive session to discuss personnel matters with Board Members present, staff (Rochelle, Natasha, Duke, Monica, Beth) and Attorney Layla Taylor present. Steve seconded. The Board went into Executive Session at 8:35 PM.

The Board came out of executive session at 9:40 PM.

Next Steps

NEW:

PENDING:

ACTION: Dorian will put an item on the October agenda to form a committee to work on the new Board member orientation process.

ACTION: The B3: Asset Protection issue will be reported on in October.

ACTION: An update on the B Global Executive Restraint issue resolution will be shared in October.

ACTION: RVC Financing History with Jade and Lynn will be reported on in October.

ACTION: Policy Monitoring C5: Directors Code will be reported on in October.

XII. 9:41 PM Adjournment

Dorian made a motion to adjourn the meeting. Alex seconded. The meeting was adjourned at 9:41 PM.

PARKING LOT:

Look at the Bylaws regarding liquor licensing background check needs as an eligibility requirement for Board members.

Look at avenues for Board organized community participation around promoting local food.

The Board committee working on new Board member orientation will develop a summary or graphic tool to summarize Board policies.

Next Board Meeting: Wed. October 26, 2016, 6:30-9:00pm, River Valley Co-op

Upcoming Meetings:

Wednesday November 16, 2016