

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

Thursday May 8th 2014, 6:30-9:00PM  
River Valley Market, Northampton

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

**Others Present:** Michelle Driscoll (Board Administrative Assistant).

**Presiding:** Dorian Gregory, President

**Notetaker:** Michelle Driscoll

## **Meeting convened @ 6:30PM**

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

There were no member-owner comments.

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

Christine led the Board in an icebreaker, asking them to share their favorite place in New England.

ACTION: Jeff will prepare an icebreaker for the July meeting.

### **III. 6:43PM Agenda Review**

The agenda was reviewed.

### **IV. 6:44PM Review and Approval of Minutes**

Review of 4/10/14 Meeting Minutes: Roz moved to accept the minutes. Lynn seconded. The minutes were approved with seven in the affirmative and one abstention.

### **V. 6:49PM River Valley Market LLC operations board resolutions**

Rochelle proposed a resolution to authorize a year lease for offsite office space and parking in Hatfield. The rent is \$550.00/mo plus utilities, and the co-op is currently paying \$600/mo for parking without office space. Dorian moved to accept the proposal, and Lynn seconded. The Board asked questions, and Rochelle responded. Potential plans for the office space were discussed. The resolution passed unanimously.

The Board reviewed the proposal from Wegner CPAs to serve as auditors for Northampton Community Cooperative Market, Inc. and River Valley Market, LLC for the year ended June 30, 2014. Dorian made a motion to accept the proposal for Wegner CPAs to serve as auditors for Northampton Community Cooperative Market, Inc. and River Valley Market, LLC for the year ending June 30, 2014, and Jeff seconded. The auditing process and best practices were discussed. The proposal was unanimously accepted.

### **VI. 6:54PM Annual Meeting Committee**

Lynn led a discussion about the annual meeting and committee. The Garden House and potential dates in November and December were discussed. Ideas for the theme of the party were discussed. Potentials for the theme of growth were discussed.

### **VII. 7:06PM Austin Miller Award Committee**

Lynn and Andrea led a discussion about the recipients for the 2014 Austin Miller Awards.

Final nominations were gathered. The nominees were discussed, as well as potential recipients of the associated donation, and potential community connections. Award recipients were discussed. The award structure was discussed.

#### **VIII. 7:32PM Board Election Committee and Board Development Committee**

Christine led a discussion about the Board Election Committee and Board Development Committee progress and ideas. The committee will become two separate committees in June.

A Board Education timeline was shared and discussed. Potential events for Board recruitment were discussed.

Proposed charters for the new committees were shared, and suggestions for revision were discussed.

**ACTION:** Dorian will put approval of the Board Election Committee and Board Development Committee charters on the July agenda.

**ACTION:** Christine will ensure the revised charters are included in the July packet.

A list of potential Board members to contact, and strategies and responsibilities for contact were discussed.

Marci joined the meeting at 8:04PM.

#### **IX. 8:07PM Break**

#### **X. 8:18M Policy Monitoring D4: Monitoring the GM Performance**

The Board reviewed policy D4: Monitoring the GM Performance. The Board discussed their responses to the self-assessment survey, and the process of policy monitoring. Dorian made a motion to amend policy D4.6 to read "The Board's annual evaluation of the General Manager, based on a summary of monitoring reports received from July 1 through June 30, by November 1. The Board will also make its decisions concerning the evaluation and the employment contract no later than November 1." Christine seconded. The proposed changes passed unanimously.

**ACTION:** Michelle will update the policies with the changes to policy D4.

Rochelle brought up the issue of the General Manager's contract.

**ACTION:** The Board requested Rochelle bring ideas and/or a proposed contract to the Board at the July meeting.

**ACTION:** The executive committee will also research GM contracts as part of the new contract process.

#### **XI. 8:36PM Policy Monitoring B1: Financial Condition and Analysis**

Rochelle shared her monitoring report for Policy B1: Financial Condition and Analysis in relation to the 3<sup>rd</sup> quarter. Dorian made a motion to accept the report as a demonstration of acting within board-established boundaries. Lynn seconded. Rochelle shared highlights from the report, including the changes related to the refinancing. Rochelle's report addressed areas for follow up on the B3: Asset Protection from December 2013. The Board asked questions, and Rochelle responded. The motion was approved by a

vote of 8 in the affirmative and one abstention.

ACTION: Dorian will work on thank you cards to the co-ops who were part of the financing, as well as Valerie for her support in the process.

#### **XII. 8:46PM Policy Monitoring B8: Board Logistical Support**

Rochelle shared her monitoring report for Policy B8: Board Logistical Support in relation to the 3<sup>rd</sup> quarter. Dorian made a motion to accept the report as a demonstration of acting within board-established boundaries. Jade seconded. Appreciation for the extra work on the member-loan campaign was shared. The motion was approved by a vote of 8 in the affirmative and one abstention.

#### **XIII. 8:53PM Expansion Toolbox- Role of the Board**

The Board engaged in a strategic conversation about the role of the Board in relation to growth of the co-op. The Board broke into pairs to discuss the bulletpoints under the role of Board of Directors in an Expansion Project in the Expansions and Relocations For Directors and Managers of Natural Food Cooperative. Each pair discussed a strength of the co-op in relation to their bulletpoint, and a goal in relation. Strengths were shared. Goals and areas of action included developing a vision to articulate, having a training about how to monitor during an expansion project, having a well-designed planning document as well as a person to develop it, having a marketing person on board for marketing the expansion, figuring out how to talk about worst case scenarios, having education about the documents that will be required, and being more mindful about reaching out beyond Northampton.

#### **XIV. 9:PM Adjournment**

The meeting was reviewed. Rochelle shared the Food for All brochures and shared an update on the program.

Dorian made a motion to adjourn the meeting. Jeff seconded. The meeting was adjourned at 9:11PM.

Next Board Meeting: Thursday July 10, 2014 6:30-9:00pm, River Valley Market (no June meeting)