

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

**Wednesday May 10, 2017, 6:35-9:00PM  
River Valley Co-op, Northampton**

**Board Members Present:** President Dorian Gregory, Vice-President Andrea Stanley, Treasurer Jade Barker, Clerk Alex Risley Schroeder, Roz Malkin, Lynn DiTullio, Steve Bruner, Eric Friedland-Kays, Christine Dutton and General Manager Rochelle Prunty.

Absent:

Others: Duke Bouchard, Finance Manager; Liesel de Boor, Store Manager; and Michelle Driscoll, Human Resources Assistant. Owners, Alisha Allen (9353), A. Lee Allred (5029), Zack Andringa, John Bienz (7804), Rosemary Bienz (7804), Laura Curran (4719), Edward Drummond (7789), Kathleen Drummond (7789), Harrison Greene (8128), Connor Grogan (7783), Timothy Hanrahan (6438), Paige Hendry-Bodnar (8906), Dane Kuttler (7141), Laura MacKay (992), Su su min Aung (6887), Rowan Parker (7141), Hunter Roberts (4753), Tyler Rocco (8462), Emma Roderick (8906), Kelsi Sleet (8462), Noah Spady (8591), and Timothy Wager (4693).

Notetaker: Michelle Driscoll, HR Assistant  
Presiding: President Dorian Gregory

Meeting convened @ 6:35PM

## **I. 6:35PM Member-Owner Comment Time**

Rosemary Benz 7804: Profit margins in grocery are very small. Shop not just for what we sell but for how the co-op sources its food and how it treats its workers. That's what a co-op is supposed to be- a place of mutual trust for both the customer and the worker. The dividend checks indicate an intent to profit share. Questions if that money be used to pay workers for shuttle time or to raise wages. Suggests that an online poll might help.

John Benz 7804: Expressed agreement with Rosemary Benz.

Dane Culter 7141: Expressed agreement with Rosemary Benz. Trusted that the Board was acting in good faith with the union to work out issues. States that what it is sounding like is the Board kicking the can down to the workers. Attended the meeting for compensation discussion.

Laura MacKay 992: Agrees with what has been said. Co-op is about values, and wanting to walk its talk. So many things the co-op is doing well. Also seeing things it's not doing well at all. The shuttle issue has been disappointing to watch unfold. Has complained in writing about the issue, management has not responded.

Noah Spady 8591: I look at the board to see the comments from Owners and shoppers, and that the latest comment there is from October 9. Wondering where those other submitted comments are. Feels it's important to represent the opinions of the member-owners, and one way is seeing the number of people submitting their comments

Laura Curran 4719: Thanks the people who work at the co-op for coming to the meeting, because they are the most vulnerable people in the room. Expressed an understanding that the co-op has a significant profit and wants to know why it hasn't been used to bump up the wages of the employees. Asks if it hasn't been worked out, then what is the plan to get employees to \$15.00/hr.

Tyler Rocco 8462: I came to last meeting and noted that the meetings are listed as the 4<sup>th</sup> Wednesday, but that the meetings have been moved. Should have a correct public posting of meetings- not correct

on website and on the board. A staff member was on a radio show, and the responses from the co-op were disturbing. The average posted in the annual report is not the mean. Wants manager's salaries transparent to the membership. Discussed access to information of the co-op. Formally requested the financial records of the co-op for the past 5 years.

Hunter Roberts 4753: Thanked people for coming. The co-op was signed up as an aspiring member of the Western MA Fair Wage coalition aspiring member. Appreciates the benefits available, but co-op needs to walk the talk. Disturbing to see Board members quoted as saying we're offering a living wage when people are hired at \$11.25.

Dorian thanked the Owners for attending and for their comments, and explained the process of the Board meeting and response to the Board comments.

## **II. 6:51PM Icebreaker and Agenda review**

Dorian reviewed the agenda. She explained the scope of the Board meeting discussion at the meeting.

Alex shared an icebreaker, asking directors to share one significant takeaway from the Board retreat.

The agenda was reviewed.

ACTION: Christine will do the June icebreaker and serve as meeting timekeeper.

ACTION: Dorian will do the July icebreaker and serve as meeting timekeeper.

## **III. 6:48PM Review and Approval of Minutes**

Review of April 12, 2017 Meeting Minutes: Steve moved to accept the minutes. Roz seconded. Amendments were discussed. The minutes were approved as amended by a vote of seven in the affirmative and two abstentions.

## **IV. 6:49PM Action Items**

Michelle reviewed the action items from last meeting.

ACTION: Alex, Steve, and Eric will review Onion River info provided for new board members to begin developing improved new member board orientation REVIEW IN JUNE

ACTION: Board administrator to bring two printed agendas to every meeting for sharing with member-owners that may attend- ALL SET

ACTION: Real estate update to be included in e-newsletter - Rochelle- IN PROGRESS

ACTION: Continuing updates from management on chip reader issue - Have a couple of proposals that are being reviewed, and will make a decision next month. REVIEW IN JUNE

## **V. 7:04PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions**

There were no resolutions.

## **VI. 7:04PM Austin Miller Awards**

The Board reviewed the nominations for the Austin Miller Co-op Hero 2017 awards. Christine reviewed the committee's work to bring forth recommendations for the award nominees. The Board reviewed the nominees. Board members will review the suggested slate of awardees during executive session.

## **VII. 7:10PM Policy Monitoring B9: GM Emergency Succession Planning**

Dorian reviewed the Board policy monitoring process. Dorian reviewed the B9 policy, and the Policy B9 monitoring report contents. Dorian made a motion to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations. Andrea seconded. The Board discussed the monitoring report. Discussion included methods of communication between successors, and the specificity of planning was appreciated. The report was accepted unanimously.

#### **VIII. 7:39PM Policy Monitoring B8: Board Logistical Support**

The Board discussed the Policy B8 monitoring report. Dorian reviewed the policy and the policy monitoring report. Dorian made a motion to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations. Steve seconded. Appreciation of the minutes and support staff was shared. The report was accepted unanimously.

#### **IX. 7:19PM Policy Monitoring B1: Financial Condition & Analysis 3Q**

The Board discussed the Policy B1 monitoring report. Dorian reviewed the policy and the policy monitoring report. Dorian made a motion to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations, with acknowledgment of noncompliance of section B1.2, and acceptance of the General Manager's plan for compliance. Lynn seconded. Discussion included overall cooperative grocery trends, the co-op's relation to trends in conventional grocery and natural foods, regional trends, the efficacy of comparison to peer groups, and plans for compliance. The report was accepted unanimously with the General Manager's recommendations to achieve compliance.

#### **X. 8:13PM Policy Monitoring B6: Staff Treatment and Compensation**

The Board discussed the Policy B6 monitoring report. Dorian reviewed the policy, and the policy monitoring report. Dorian made a motion to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations, with acknowledgment of noncompliance resulting from staff perceptions as reported in the staff survey in 2016, and acceptance of the General Manager's plan for compliance. Lynn seconded. The policy monitoring report was discussed, including interpretation of standard deviations; review of the timeline for the consultant's recommendations, including future staff surveys and HR audit; plans for staff structure planning with Jeanie Wells from CDS including current store and recommendations for two store structure; and the planned October 2017 wage increase. The report was accepted unanimously with the General Manager's recommendations to achieve compliance.

#### **XI. Break 7:44PM**

#### **XII. 8:02PM Executive Session**

Dorian proposed that the Board go into break and return into an executive session with Board members, Duke, Liesel, and Rochelle present. Alex seconded. The Board went into Executive Session at 8:02PM.

The Board came out of executive session at 9:07PM.

Dorian made a motion to accept the April 12, 2017 Executive Session minutes. Eric seconded. The motion passed unanimously.

## **XII. 9:08PM Austin Miller Awards cont.**

Dorian moved to slate the Austin Miller Committee's recommended slate of candidates. Lynn seconded. The motion passed unanimously.

## **XIII. 9:08PM Adjourn Meeting**

Dorian made a motion to adjourn the meeting. Lynn seconded. The meeting was adjourned at 9:08PM.

Next Steps

NEW:

ACTION: Christine will do the June icebreaker and serve as meeting timekeeper.

ACTION: Dorian will do the July icebreaker and serve as meeting timekeeper.

ACTION: Lynn will draft response to verbal owner comments. Executive committee will finalize response to owner comments and determine response to written requests.

PENDING:

ACTION: Alex, Steve, and Eric will review Onion River info provided for new board members to begin developing improved new member board orientation REVIEW IN JUNE

ACTION: Real estate update to be included in e-newsletter - Rochelle- IN PROGRESS

ACTION: Continuing updates from management on chip reader issue - Have a couple of proposals that are being reviewed, and will make a decision next month. REVIEW IN JUNE

PARKING LOT:

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

Next Board Meeting: Wed. June 14, 2017, 6:30-9:00pm, River Valley Co-op

