

**Northampton Community Cooperative Market, Inc.  
Board of Directors Meeting Minutes Zoom video-conference**

\*\*\*\*DRAFT\*\*\*\*

**Wednesday May 27, 2020 6:30- 9:10 PM**

**Board Members Present:** President Dorian Gregory, Vice-President Mark Devlin, Clerk Alex Risley Schroeder, Steve Bruner, Gary Schaefer, Emily Laine, Abby Getman Skillicorn, Wendy Messerli

**Managers:** General Manager Rochelle Prunty, Finance Manager Duke Bouchard, Marketing Manager Natasha Latour

**Absent:** Treasurer Jacque Fraser

**Notetaker:** Beth Skinner Co-op Leadership Administrator

**Presiding:** President Dorian Gregory

**Meeting convened @ 6:30 PM**

**I. 6:30 PM Owner comments**

**II. 6:35 6:50 PM Agenda Review and Approve Minutes**

- Alex will do the ice-breaker in June
- Steve moved and Mark seconded a motion to approve the April 2020 minutes with corrections. The motion passed unanimously with no abstentions.

**III. 6:50-6:55 PM Action Items**

**Action Items**

- Check in with LaDonna about date for next session and expectations for Board Directors **Dorian Done**
- Ask LaDonna for a copy of her slides from her presentation on the topic of subculture **Dorian Done**

**IV. 6:55-7:15 Diversity, Inclusion, Equity and other development opportunities**

- DEI will be an ongoing board agenda item addressing self-development and how the board can work as a team on these issues
- This is a two-year project with LaDonna as a consultant for board and staff. First 6-8 months there will be 4-5 sessions providing the board information/education and goal development. Next step is an action plan and coaching.

- Next zoom session with LaDonna is June 28, 9:00 AM-12:00 PM EST
- Sources of inspiration: “The Fire Next Time”, James Baldwin, “The Jesse Owens Story” (1984 movie) and TrayvonTaughtMe-Black Lives Matter (Toolkit for Black and Non-Black POC Organizers <https://blacklivesmatter.com/resources/>)
- LaDonna will be meeting with managers via zoom once a week to deal with stress issues do to Covid.

**V. 7:15 PM River Valley Market LLC and RVC Properties LLC Board Resolutions  
None**

**VI. 7:15- 7:50 PM BI: Financial Condition 3<sup>rd</sup> Quarter FY2020 ended March 31**

Steve moved and Gary seconded to accept this report from management as demonstration of acting within Board established policies and ends.

- Thank you to Rochelle, Duke, Wendy and the finance team for detailed report, graphs and response to Covid
- Sales had a dramatic growth in March and then dropped off
- Updating the proforma
- PPP will help with payroll and other added expenses
- Inventory turnover is impressive
- Deli is the hardest hit by Covid (reinventing our prepared foods department)
- Larger basket size with fewer customers
- Expanding hours
- Café is central area for curbside shopping
- Estimating inventory due to Covid

**VII. 7:50-7:55 PM FY2020 Audit by Wegner CPAs, LLP**

Gary moved and Alex seconded to hire Wegner CPA to audit the financial statements and do the income tax returns for Northampton Community Cooperative Market, Inc., and RVC Properties, The motion passed unanimously with no abstentions.

- Financial statement will be reviewed at the September or October board meeting
- Dorian will sign the letters of agreement for Wegner CPA

**VIII. 7:55-8:20 PM 2020 Election Committee**

- Board reviewed updated application packet and added a clause on diversity, equity and inclusion
- Natasha will add application to the RVC website
- Recruiting is in process with a goal of 5 or 6 candidates
- Committee will touch base with owners who have attended meetings and/or were candidates in the past

- Board directors should recommend three names to the election committee
- Gary is running for reelection and Mark will chair the Election committee
- Dorian and Alex need to decide if they are running for reelection

### **Break 8:20-8:30 PM**

### **IX. 8:30- 8:40 PM Co-op Community Fund Grants (Board-Community Engagement)**

Steve moved and Abby seconded to accept the six Community Fund grants recommended by staff. The motion passed unanimously with one abstention.

- Thank you to staff for a clear report with good recommendations
- RVC Annual Report will report on past and current recipients
- Austin Miller Award recommendations will be reviewed at the June board meeting

### **X. 8:40- 9:11 PM COVID-19**

- Staff that work in the store have received essential community service extra pay since March 9, 2020 (\$2.00 an hour or if salaried \$100 a week)
- On Staff Appreciation Day staff were paid time and a half and the store closed
- There will be additional leave for those who need it (40 people currently out on leave) and it is possible to apply for additional money
- Looking into extended PPP funding and if we can afford to increase compensation
- Currently essential worker bonus pay is not eligible for reimbursement
- Staff compensation and PPP shouldn't change until Covid threat is gone and RVC is in communication with union about this
- Store is open now till 8:00 PM and plan normal hours in July
- Co-op community feels safe and trusts the high standards at the store
- Curbside, online ordering and delivery are being streamlined

### **XI 8:50- 9:11 Construction Updates**

- Construction likely to end by June 2021-(Proforma will show July 2021)
- Solar is a separate project and has not been finalized (Rochelle will give updates)
- RVC is communicating with Eversource
- Funding for roundabout has been received however still possible to delay-Rochelle will send out a memo
- Working with NCG on sales forecast for Easthampton store

Wendy attended CISA meeting and learned about local food systems opportunities  
Emily appreciates management's treatment of staff

## Next Steps

### Action Items

- A proposal for how parking lot items should be prioritized and reported in the minutes- **Dorian**
- Simply Voting will be discussed during the annual review of the board budget (June or July)- **Directors**
- Action items will be e-mailed to the full board- **Beth**
- Toolkit links on diversity, equity and inclusion to be e-mailed to Directors- **Emily**
- Update on the roundabout-**Rochelle**
- Abby will inform Beth if she can make LaDonna session on June 28 – 9:00 am -12:00 pm
- Approve executive minutes from the February board meeting

**9:10 PM** Gary moved to adjourn the meeting and Alex seconded. The motion passed unanimously with no abstentions.

### REMINDERS:

Actions that will be resolved in the future or specific dates for upcoming meetings/events.

- Packets need to be completed by Thursday at 5:00 PM week before board meeting or the agenda will be changed

### Next Board Meeting June 24, 2020 Zoom video-conference

#### PARKING LOT:

Parking Lot items are reflected in board annual retreat and available for executive committee review.

- Agenda will provide opportunities in board meetings as needed to practice with one voice
- Look at avenues for Board organized community participation around promoting local food
- Are there Board committees that co-op owners should be invited to join and how should that be done?
- Board relationship with staff is a possible retreat conversation
- Board President and Vice-President will consider meaningful meetings with co-op owners
- Discussion on electronic voting
- Discuss in the board retreat linking board plans to cooperative values
- Update on the Co-op's Green team
- Policy committee will review C3 number 4 for a proposed wording change
- Review policy Monitoring of the GM to add completion by November board meeting

Director	Jun 19	July 19	Aug 19	Sep 19	Oct 19	No 19	Dec 19	Jan 20	Feb 20	Mar 20	Apr 20	May 20
Steve Bruner	X	abs	X	X	X	X	X	X	X	X	X	X
Dorian Gregory	X	X	X	X	X	X	X	X	X	X	X	X
Jacque Fraser	X	X	X	X	X	X	X	X	X	X	X	abs
Mark Devlin	X	X	X	X	X	X	X	X	X	X	X	X
Alex Risley Schroeder	abs	X	X	X	X	X	X	X	abs	X	X	X
Gary Schaefer	X	X	X	X	abs	X	X	X	abs	X	X	X
Emily Laine	X	X	X	X	X	X	X	X	X	X	X	X
Abby Getman Skillicorn							X	X	X	X	X	X
Wendy Messerli							X	X	X	X	X	X