

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes
Wednesday September 19, 2018 6:30- 9:38 PM
River Valley Co-op, Northampton

Board Members Present: Vice-President Steve Bruner, Clerk Alex Risley Schroeder, Treasurer Dorian Gregory, Lynn DiTullio, Jade Barker, Jacquie Fraser, Gary Schaefer, Eric Friedland-Kays, and General Manager Rochelle Prunty

Absent: President Andrea Stanley

Others: Ben Chandler (member-owner number 5268) Mark Devlin (9722), and Emily Laine (10200)

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: Vice-President Steve Bruner

Meeting convened @ 6:30 PM

I. 6:30-6:40 PM

Introductions from member-owners Ben Chandler, Mark Devlin and Emily Laine who are candidates for the Board.

II. Icebreaker 6:35-6:45 PM Eric will do the ice-breaker for October

Lynn brought in the icebreaker: what do you like best about fall?

III. 6:45-6:50 PM Review and Approve Minutes

Jacquie made a motion to approve the minutes with corrections and Dorian seconded. The minutes were approved unanimously with two abstentions.

IV. 6:50 7:00 PM Action Items

Directors reviewed the action items from the last meeting.

Action Items

- **Action:** Sept 19 will be the next board meeting and needs to be put up on co-op website **Beth Done**
- **Action:** Change dates for monitoring policies so it is the same as the calendar **Andrea, Dorian, Rochelle Done**
- **Action:** Auditors monitoring report and business plan by Sept 19 **Done**
- **Action:** Meeting with Eric Holt-Gimenez will be Sunday morning in Amherst and Jacquie will inform Liesel **Jacquie, Jade Dorian, Lynn Natasha Done**
- **Action:** BI monitoring report going forward will include historic data when out of compliance **Rochelle, Duke In Process**

- **Action:** Postcard for co-op-owners by Nov. Annual Meeting **Dorian In Process (will be done in the spring 2019)**
- **Action:** Next meeting photo shoot of the board for the co-op website **Beth In Process (will be done at October meeting)**
- **Action:** Board members will share documents in google drive instead of attaching them to RVC e-mails **Andrea In Process**

V. 7:00 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions None

VI 7:00 -7:10 PM Electronic Communication Policy

Dorian made a motion and Lynn seconded the motion to approve C9 Electronic Communications as an addition to the Board Policies. Board discussed the policy and amended it to read “As a specific aspect of our code of conduct policy all directors will work to ensure confidentiality of co-op and board materials and discussions when communicating using any technology.” The motion passed unanimously with no abstentions.

VI. 7:10-7:30 PM Everyone Welcome Next Steps

Alex made a motion to establish a standing board committee to propose 4 topics each year regarding race and racism in our food system. Nov. 3rd workshop on diversity and inclusion in New Hampshire is a good beginning. The board agreed unanimously to support the motion. This is an action and consent item. This committee will be announced at the next Annual Meeting and co-op-owners will be able to share resources with the committee. Dorian will convene the committee with Jade, Lynn, Jacquie Dorian, Rochelle and Natasha. The committee will draft a charter for the October board meeting.

VII. 7:30 PM A Global Ends postponed

VIII. 7:30-8:00 PM C5: Directors Code of Conduct

Directors agreed policy was being well fulfilled and welcome future opportunities to practice speaking with one voice.

It was agreed that if Board Directors’ abstain from a vote or conversation, their reason should be clarified.

Break 8:00 8:20 PM

IX. 8:25-8:35- FY 18 Financial Audit with Wegner Association.

Kyle from Wegner CPA joined the meeting by phone and discussed the audit with Directors.

X. 8:35 Management and staff (Rochelle, Duke, Beth) as well as co-op owner guests: Ben

Chandler, Mark Devlin and Emily Laine left the meeting.

XI. 8:45-8:50 PM (Rochelle, Duke, Beth) return. Dorian made a motion and Gary seconded the motion to approve the 2018 audit and Wegner's recommendation for no patronage rebate this year. The motion was approved unanimously with no abstentions. Dorian will discuss the new tax laws in her treasurer's report for the Annual Meeting.

XII. 8:55 PM Executive Session on Personnel

Notetaker: Alex Risley Schroeder, Clerk

Rochelle, Duke and Beth leave and Rochelle remains for executive session

XIII. 9:08 PM Rochelle leaves and returns at 9:32 PM

Executive Session ends at 9:35

9:38 PM Lynn made a motion to adjourn the meeting and Jacquie seconded the motion. The motion was approved unanimously with no abstentions.

Appreciations and Next Steps

Action Items

- **Action:** BI Monitoring Report going forward will include historic data when out of compliance **Rochelle, Duke In Process**
- **Action:** Postcard for co-op-owners by Spring 2019 annual meeting **Dorian In Process**
- **Action:** October meeting photo shoot of the board for the co-op website **Beth In Process**
- **Action:** Everyone Welcome, Continuing the Conversation Committee will meet and draft the charter for October board meeting **Dorian In Process**
- **Action:** Executive Committee and Communications Committee will create an opportunity for directors to practice the concept that individuals lack individual authority over the co-op and speak with one voice **In Process**
- **Action:** C:9 Electronic Communication Policy will be added to the policies and board calendar and will be monitored in September **Done**

PARKING LOT:

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

Look at avenues for Board organized community participation around promoting local food. How does the board encourage owner-members to join committees?

Next Board Meeting: Oct. 10, 2018, 6:00-9:00 PM River Valley Co-op

Director	Nov 17	Dec 17	Jan 18	Feb 18	Mar 18	Apr 18	May 18	Jun 18	Jul 18	Aug 18	Sep 18	Oct 18	Nov 18	Dec 18
Jade Barker	ABS	X	ABS	X	ABS	X	X	NA	X	X	X			
Steve Bruner	X	X	X	X	X	X	X	NA	ABS	X	X			
Lynn DiTullio	X	X	X	X	X	X	X	NA	X	X	X			
Gary Schaefer	N/A	X	ABS	ABS	X	X	X	NA	X	X	X			
Eric Friedland-Kays	X	X	X	X	ABS	ABS	X	NA	X	X	X			
Jacque Fraser	X	X	X	X	X	X	X	NA	X	X	X			
Dorian Gregory	X	X	X	ABS	X	X	X	NA	X	X	X			
Alex Risley Schroeder	X	X	X	X	X	X	X	NA	ABS	ABS	X			
Andrea Stanley	X	X	X	X	X	X	X	NA	X	X	ABS			