

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes Zoom video-conference
February 23, 2022 6:30- 9:00 PM

Board Members Present: President Abby Getman Skillicorn, Vice--President Alex Risley Schroeder, Treasurer Elizabeth Appelquist, Wendy Messerli, Angus Brewer, Angela D'Souza, Sarah Axe, Barra Cohen

Managers: General Manager Rochelle Prunty, Director of Marketing Natasha Latour, CFO Duke Bouchard, Director of Human Resources Nicol Cowlin

Guests: Jiyanna Vagedes Coop owner number: 1383, Mark Leonas Coop owner number: 10898

Facilitator: Jade Barker

Advisor: Dorian Gregory

Host: Executive Assistant Debbie Marshall

Absent: Clerk Gary Schaefer

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: President Abby Getman Skillicorn

Meeting convened @ 6:30 PM

I. 6:30-6:40 PM Member Comments

Jiyanna Vagedes offered some comments concerning importance of cooperatives and employees.

6:40 PM Jiyanna left the meeting.

II. 6:40- 6:45 PM Icebreaker and Agenda Review

- Alex will do the ice-breaker in March.

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

Abby moved and Wendy seconded a motion to approve the January 26, 2022 minutes with corrections. The motion passed unanimously with no abstentions

IV. 6:50-655 PM Action Items

- Conflict of Interest and Code of Ethical Conduct forms need to be in by Feb. 4, 2022 (either scanned and e-mailed to Beth or sent to administrative office attention: Debbie Marshall 40 Main Street, Suite 301, Florence, MA, 01062 **Existing Directors In Process**
- Clarify the Executive Session notes in the Dec. 22, 2021 minutes **Alex and Beth Done**
- Finalized copies of the 5 board resolutions and e-mail Beth **Rochelle Done**
- Complete and notarize Cori forms- instructions will be e-mailed **Directors and Rochelle In Process**
- Check date (will be e-mailed to membership) of bonfire event tentative date Feb. 19 2-5 at Mass Audubon Arcadia Wildlife Sanctuary 127 Combs Rd, Easthampton, MA 01027 **Done**
- Need tools of support get in touch with **Abby** or **Elizabeth In Process**
- March 19, 2022 CBL 101 Virtual Training on Foundations for being a Board Director 11:00-2:30 **Sarah, Angela and Barra In Process**
- B3 Asset Protection to be monitored in February instead of January on the board calendar **Abby Done**
- February board meeting debrief Annual meeting **Done**
- Put on February agenda and in future meetings discussion of Board Development Committee **Done**

V. 6:55-7:16 PM River Valley Market LLC and RVC Properties LLC Board Resolutions

Abby moved and Angus seconded a motion to accept Certificate of Corporate Resolution to authorize Rochelle Prunty to sign easement with Eversource. The motion passed unanimously with no abstentions.

Abby moved and Angus seconded a motion to appoint Alex Risley Schroeder as temporary clerk to sign Certificate of Corporate Resolution on easement approved by the board. The motion passed unanimously with no abstentions.

VI. 7:16- 7:23 PM B3: Asset Protection (Internal & External)

Abby moved and Angela seconded to accept B3: Asset Protection internal and external as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

Thank you to Duke for working on this report.

VII. 7:23-7: 25 PM B7: Communication to the Board

Sarah moved and Alex seconded to accept B7: Communication to the Board internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

Directors appreciate notifications Rochelle sends regularly and the detailed monitoring reports.

VIII. 7:25 - 7:30 B4: Membership Rights & Responsibilities

Abby moved and Elizabeth seconded to accept B4: Membership Rights and Responsibilities internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

- Last Fall, RVC launched the CX Survey which allows us to capture post-transaction shopper feedback, measure satisfaction and help us to improve customer responsiveness.
- Customer survey is planned for 2023 with the University of Wisconsin.

IX. 7:30 – 7: 35 Board Budget Mid-Year Review

- Board affirmed the FY22 budget decisions
- Thank you to Elizabeth, Duke and Rochelle for their work on this report.

X. 7:35-7:45 PM Hilltown Land Trust Lumber

- Directors watched amazing video on how the lumber for the Easthampton store was locally sourced from a land trust,

7:45- 7:55 PM Break

7:45 Duke Bouchard and Mark Leonas left the meeting.

XI. 8:00-8:15 Board Policy Review D1 Unity of Control, D2-Accountability of the GM, D3-Delegation to the GM, D4-Monitoring GM Performance

- Board directors agreed to put in parking lot what access they have to RVC information

XII. 8:15-8:30 PM Annual Board Retreat

- In person
- Connect to each other and have down time

- Explore topics more deeply
- Visioning
- Possible dates April 2, 3, and 10 (send out doodle poll)
- Possible sites-Arcadia Nature Center in Easthampton, Women's club, Amherst, Riverside Industries conference room,
- Possible dates April 2, 3, and 10 (send out doodle poll)

8:30 PM Natasha Latour left the meeting

XIII. 835-8:40 PM Meeting In Person

- Discussion of what would make directors comfortable to meet in person
- Masked
- Good ventilation
- No food
- Rapid tests before meeting
- April maybe meet outside

Next Steps 8:40-8:45 PM

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

- Send out reminder to directors who have not yet signed Conflict of Interest and Code of Ethical Conduct forms (either scanned and e-mailed to Beth or sent to administrative office attention: Debbie Marshall 40 Main Street, Suite 301, Florence, MA, 01062 **Beth**)
- Complete and notarize Cori forms- instructions will be e-mailed **Directors and Rochelle**
- Need tools of support get in touch with **Abby** or **Elizabeth**
- March 19, 2022 CBL 101 Virtual Training on Foundations for being a Board Director 11:00-2:30 **Sarah, Angela and Barra**
- Possible Board Hike on Hilltown Land Trust
- Doodle poll for board retreat dates in April 2, 3, and 10 **Beth**
- Survey about meeting in person preferences **Alex**
- Reminder of CCMA meeting to Board Members **Beth**
- Sign Corporate Resolution on Easement **Alex**
- Add corrected minutes to RVC website **Beth**
- Put in parking lot what access directors have to RVC information **Beth**

Appreciations

- Elizabeth for acting as Board Treasurer
- Rochelle for excellent monitoring reports
- Beth for coordinating
- Abby for an organized meeting
- Jade for facilitation

Abby moved and Sarah seconded to adjourn the meeting.

REMINDERS:

- Packets need to be completed by Thursday at 5:00 PM week before board meeting or the agenda will be changed.
- Reminder to look at Annual meeting charter for possible updates.
- Columiate has resources for DEI and a series of webinars on financial training.

Next Executive Meeting will be March 9, 2022 5:30-7:30 PM

Next Board Meeting March 23, 2022 6:30-9:00 PM

PARKING LOT is now in google drive “Working Documents”

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

Director	Mar 21	Apr 21	May 21	Jun 21	July 21	Aug 21	Sep 21	Oc 21	No 21	Dec 21	Jan 22	Feb 22
Angus Brewer	X	X	X	X	X	X	X	X	abs	X	X	X
Alex Risley Schroeder	X	X	X	X	X	X	X	X	X	X	X	X
Gary Schaefer	X	X	X	X	X	X	abs	X	X	X	X	abs
Abby Getman Skillicorn	X	X	X	X	X	X	X	X	X	X	X	X
Wendy Messerli	X	X	X	X	X	X	X	X	X	X	X	X
Sarah Axe										X	X	X
Angela D’Souza										X	X	X
Elizabeth Appelquist										X	X	X
Barra Cohen											X	X

