

**Northampton Community Cooperative Market, Inc.**  
**Board of Directors Meeting Minutes**  
**Wednesday August 8, 2018 6:30-9:10 PM**  
**River Valley Co-op, Northampton**

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

Absent: Clerk Alex Risley Schroeder

Others: Member-owner Kate Wagner (7803)

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

**Presiding:** President Andrea Stanley

**Meeting convened @ 6:30 PM**

Kate Wagner (7803) member-owner attended the meeting and is considering running for the board.

**I. 6:35-6:45 PM Icebreaker**

Dorian brought in the icebreaker: if you were a summer fruit or vegetable which one would you be and why?

Next board meeting will be on Sept. 19 since board members cannot attend September 12.

**II. 6:45-6:50 Review and Approve Minutes**

Dorian made a motion to approve the minutes and Jacquie seconded. The minutes were approved unanimously with one abstention.

**III. 6:50 7:00 PM Action Items**

Directors reviewed the action items from the last meeting.

**Actions:**

- **Action:** Add customer count and basket size to BI: Financial Condition monitoring report. **Rochelle Done**
- **Action:** Job descriptions for Executive Committee Officers in board appendices and on google drive. **Alex, Dorian, Beth Done**
- **Action:** Board will be up to date on using RVC email and google drive by August 1 **Directors Done**
- **Action:** Nate will give a tutorial on google drive. **In Process**
- **Action:** Orientation documents will be put on google drive by July 25 **Beth, Steve Done**

- **Action:** Explore board policy on electronic communication security **Andrea, Dorian, Alex Done**
- **Action:** Approve FY 19 board budget at August meeting **Dorian Done**
- **Action:** Election committee will draft an informational postcard, which is an ongoing announcement of board elections. **Dorian In Process**
- **Action:** Change dates for monitoring policies so it is the same as the calendar **Andrea, Dorian, Rochelle In Process**
- **Action:** August board meeting will monitor 4<sup>th</sup> quarter financials and 4<sup>th</sup> quarter internal report **Done**
- **Action:** September -- auditors monitoring report and business plan by Sept 19 **In Process**
- **Action:** Jacquie will work with Natasha to contact Eric Holt-Gimenez **Done**
- **Action:** review B5 in July rather than December in policy manual **Andrea Done**

**IV. PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions None**

**V. 7:00-7:20 PM- Review Draft of Board Budget FY19**

- New item is Director and Officers insurance this is being moved to board expenses for liability reasons
- Board of Directors hires the auditors but it is not in board budget
- Duke and Dorian worked on board budget and used NCG resources
- Board approves Member loans but they are part of store operations

Eric made a motion to approve the FY 19 Board Budget and Jacquie seconded the motion. The motion passed unanimously with one abstention.

**VI. 7:20-7:35 C Global and C8 Governance Investment**

- Board does good job of getting information from GM and is engaged
- Board rigorously monitors with integrity

**Policy C 8**

- Dorian is working on study group—more owner member engagement
- Take out Lynn’s comment in C8 (typo)
- Board members can request trainings to develop skills
- Articles on board development could be read for meetings

**VII. 7:35- 8:00 B4 Membership Rights & Responsibilities, B1 Quarterly Financial**

- Rich and detailed report which gives facts and strategies
- Commitment of RVC to a detailed co-op owner survey and understanding of what it means to be a co-op owner.

Jacquie made a motion and Jade seconded the motion to accept internal report as a demonstration of acting within board-established boundaries of executive limitations.

The motion passed unanimously with no abstentions.

### **BI Quarterly Financial**

- Rochelle thanked Duke for detailed report
- Directors appreciated the graphs
- Discussion of budget, sales trends, number of customers, basket size and options with second store
- In the future BI report will reference past quarters within the same year
- Inventory turnover is impressive and productivity is up
- Discussion of creative promotions and new products

Lynn made a motion and Dorian seconded the motion to accept internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

### **.Break 8:00- 8:15PM**

**8:15 Kate Wagner left the meeting.**

### **Election Update**

- Marc Devlin has put in his application for the board
- Ben Chandler will also get his application in and will attend next board meeting
- Eric will not be seeking re-election and is willing to leave early if need be
- Election committee will have a postcard about participation opportunities for owners by annual meeting-

Lynn made a motion to move into Executive Session and Gary seconded the motion. The motion passed unanimously with no abstentions.

### **VIII. 8:15-8:55 Executive Session for Personnel and Real estate matters.**

Dorian motioned to leave executive session and Lynn seconded the motion. The motion passed unanimously with no abstentions.

### **Appreciations and Next Steps**

#### **Action**

- **Action:** Sept 19 will be the next board meeting...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 In Process
- **Action:** September -- Auditors monitoring report and business plan by Sept 19  
**In Process**
- **Action:** Meeting with Eric Holt-Gimenez will be Sunday morning in Amherst and Jacquie inform Liesel **Jacquie, Jade Dorian, Lynn Natasha In Process**

- **Action:** BI monitoring report going forward will include historic date when out of compliance **Rochelle, Duke In Process**
- **Action:** Postcard for co-op-owners by Nov. annual meeting **Dorian In Process**
- **Action:** Next meeting photo shoot of the board for the co-op website-**Beth**
- **Action:** Board members will share documents in google drive instead of attaching them to RVC e-mails **Andrea In Process**

**9:10 PM** Steve made a motion to adjourn the meeting and Dorian seconded the motion. The motion was approved unanimously with no abstentions.

**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: September 19, 2018, 6:00-9:00 PM, River Valley Co-op 6:00-6:30 session with Nate on security**  
**Photo of Board for website to be arranged (suggested by Rochelle that it be at the second store site)**

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				
Steve Bruner	X	X	X	X	X	X	X	NA	ABS	X				
Lynn DiTullio	X	X	X	X	X	X	X	NA	X	X				
Gary Schaefer	N/A	X	ABS	ABS	X	X	X	NA	X	X				
Eric Friedland-Kays	X	X	X	X	ABS	ABS	X	NA	X	X				
Jacque Fraser	X	X	X	X	X	X	X	NA	X	X				
Dorian Gregory	X	X	X	ABS	X	X	X	NA	X	X				
Alex Risley Schroeder	X	X	X	X	X	X	X	NA	ABS	ABS				
Andrea Stanley	X	X	X	X	X	X	X	NA	X	X				

