

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

Wednesday August 24, 2016, 6:28-9:15PM  
River Valley Co-op, Northampton

**Board Members Present:** Clerk Jade Barker, Steve Bruner, President Dorian Gregory, Roz Malkin, Alex Risley Schroeder, and Rochelle Prunty (General Manager)

**Absent:** Treasurer Lynn DiTullio, Christine Dutton, Eric Friedland-Kays, and Vice-President Andrea Stanley.

**Others:** David Berson, Owner; Duke Bouchard, Finance Manager; Michelle Driscoll, Board Administrative Assistant; Michele Ronco, Owner; and Beth Skinner, Co-op Leadership Administrator.

**Presiding:** President Dorian Gregory

**Notetaker:** Michelle Driscoll

## Meeting convened @ 6:28PM

### I. 6:28PM Member-Owner Comment Time

Owners and new staff member Beth were welcomed. David and Michele introduced themselves to the Board.

### II. 6:32PM Agenda Review and Firestarter

Dorian shared a firestarter. Dorian asked attendees to share a dream, passion, or hobby they had when they were younger, and how it is alive for them today.

The agenda was reviewed. The B4 review, C6 review, and Board-Self evaluation were moved after the Boycott discussion, before the Executive session.

ACTION: Steve will do the September firestarter and serve as meeting timekeeper.

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

Review of July 27, 2016 Meeting Minutes: Roz moved to accept the minutes. Dorian seconded. The minutes were approved by a vote of 4 in the affirmative and one abstention.

### IV. 6:49PM Action Items

Michelle and Rochelle reviewed the action items from last meeting.

ACTION: Dorian will do the August firestarter and serve as meeting timekeeper. DONE.

ACTION: Lynn and Jade will put together an info packet about the co-op's financing history and future options for a board education session for the September Board meeting. IN PROCESS.

ACTION: The Board will discuss the Policy B4 report at the August meeting. DONE.

ACTION: The B3: Asset Protection issue will be reported on in August. IN PROCESS.

ACTION: A final report on the B Global Executive Restraint issue resolution will be shared in August. IN PROCESS.

ACTION: Directors to provide information to Alex regarding election candidate pool,

including historical notes, deletions, additions, and willingness to contact. IN PROCESS.

#### **V. 6:56PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions**

There were no resolutions.

#### **VI. 6:57PM Committee Updates**

Alex shared an Election Committee report. Alex shared an update on the committee's progress with owner outreach for Board service and other volunteer opportunities. The Board discussed incorporating ongoing recruitment efforts and increased owner outreach.

#### **VII. 7:01PM Boycotts/Endorsements**

Dorian led a discussion of current boycott and endorsement policies at the Co-op. The Co-op's recent decision to boycott Driscoll's berries was discussed. The Board discussed the question, "As a co-op, do we think our current policies regarding boycotts are sufficient?" Attendees shared their perspectives and ideas, and discussed ways of responding to owner questions about these issues.

Parking Lot: Look at avenues for Board-organized community participation around promoting local food.

ACTION: Board members will contact absent Board members to continue the conversation on boycott policies and talking points with owners. Steve will contact Christine, Roz will contact Andrea, Dorian will contact Eric, and Alex will contact Lynn. The issue will be revisited at the September meeting.

#### **VIII. 7:39PM Policy Monitoring B4: Membership Rights and Responsibilities**

Dorian reviewed the the policy monitoring report procedure, and the Policy B4 report was discussed. Dorian made a motion to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations. Steve seconded. The Board shared reactions. The report was accepted unanimously.

#### **IX. 7:46PM Policy Monitoring C8: Governance Investment**

The policy was reviewed and the results of the self-assessment survey were discussed. Opportunities for improvement were shared. The Board shared their reflections on what it means to "govern with excellence," which included: functional as opposed to dysfunctional; exemplary (better than good enough); respectful of diverse viewpoints; proactive rather than reactive; thoughtful decisions based on information; educating new Board members; compelling; and clarity about roles and actions.

ACTION: Dorian will put an item on the September agenda to form a committee to work on the new Board member orientation process.

Michele left the meeting at 7:48PM.

Duke left the meeting at 7:53PM.

#### **X. 8:00PM Break**

#### **XI. 8:13PM Board Self-Evaluation**

The Board discussed the current process for monitoring its own policies. The Board reviewed previous methods, and suggested changes to the current process. The Board

discussed adding an annual review process. Dorian made a motion to keep the current review process using Survey Monkey, and add an annual review using the CBSAT tool. Roz seconded. The motion was approved unanimously. The executive committee will determine when to hold this review.

Parking Lot: The Board committee working on new Board member orientation will develop a summary or graphic tool to summarize Board policies.

David left the meeting at 8:34PM.

## **XII. 8:34PM Executive Session**

Dorian made a motion that the Board go into an executive session with Board members, Beth, Michelle, and Rochelle present. Jade seconded. The Board went into Executive Session at 8:34PM.

The Board came out of executive session at 9:15PM.

## **XIII. 9:15PM Adjournment**

Jade made a motion to adjourn the meeting. Dorian seconded. The meeting was adjourned at 9:15PM.

### **Next Steps**

#### **NEW:**

ACTION: Steve will do the September firestarter and serve as meeting timekeeper.

ACTION: Board members will contact absent Board members to continue the conversation on boycott policies and talking points with owners. Steve will contact Christine, Roz will contact Andrea, Dorian will contact Eric, and Alex will contact Lynn. The issue will be revisited at the September meeting.

ACTION: Dorian will put an item on the September agenda to form a committee to work on the new Board member orientation process.

#### **PENDING:**

ACTION: Lynn and Jade will put together an info packet about the co-op's financing history and future options for a board education session for the September Board meeting.

ACTION: The B3: Asset Protection issue will be reported on in September.

ACTION: An update on the B Global Executive Restraint issue resolution will be shared in September.

ACTION: Directors to provide information to Alex regarding election candidate pool, including historical notes, deletions, additions, and willingness to contact.

#### **PARKING LOT:**

Look at the Bylaws regarding liquor licensing background check needs as an eligibility requirement for Board members.

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

The Board committee working on new Board member orientation will develop a summary or graphic tool to summarize Board policies.

**Next Board Meeting: Wed. September 28, 2016, 6:30-9:00pm, River Valley Co-op**

**Upcoming Meetings:**

Wednesday October 26, 2016