

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

Wednesday December 23, 2015, 6:30-9:10PM
River Valley Co-op, Northampton

Board Members Present: Steve Bruner, Treasurer Lynn DiTullio, Christine Dutton, Eric Friedland-Kays, President Dorian Gregory, Roz Malkin, Alex Risley Schroeder, Clerk Andrea Stanley, and Rochelle Prunty (General Manager)

Absent: Vice-President Jade Barker

Others: Michelle Driscoll, Board Administrative Assistant.

Presiding: President Dorian Gregory

Notetaker: Michelle Driscoll

Meeting convened @ 6:30PM

I. 6:30PM Member-Owner Comment Time

There were no member-owner comments.

II. 6:33PM Firestarter

Christine shared a firestarter, asking what could we add, or add more of, to our lives to bring us more joy in 2016.

ACTION: Alex will do the January firestarter and serve as meeting timekeeper.

III. 6:46PM Agenda Review

The revised agenda was reviewed and approved.

IV. 6:48PM Welcome, Code of Conduct, and Conflict of Interest

The new and returning Board members were welcomed. Rochelle thanked the Board members for their service.

Board members reviewed and signed the Code of Conduct and the Disclosure of Potential Conflict of Interest forms.

V. 6:58PM Review and Approval of Minutes

Dorian made a motion to approve the GM's 2015 evaluation summary and the 2016 compensation package as outlined in the November 2015 executive session minutes. Lynn seconded. The motion was approved by a vote of seven in the affirmative and one abstention.

Review of 11/18/15 Meeting Minutes: Roz moved to accept the minutes. Eric seconded. The minutes were approved by a vote of seven in the affirmative and one abstention.

Review of 11/18/15 Executive Session Minutes: Discussion is needed on the 11/18/15 minutes and they will be reviewed in the next executive session.

ACTION: Michelle will prepare the 11/18/15 Executive Session Minutes for review at the next executive session.

VI. 7:05PM Action Item Review

Action items from the previous meeting were reviewed.

COMPLETED

ACTION: Michelle will the Board contact information in the store and on the website is current.

ACTION: Revised proposed charters for the Owner Financing Options and Board Expansion Education committees will be brought to the December meeting for approval and inclusion in the Board policies.

NEW

ACTION: Michelle will work with Andrea to come up with a system for pending actions.

VII. 7:09PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions

There were no resolutions.

Rochelle explained the purpose of board resolutions as part of Board education.

VIII. 7:11PM Policy Monitoring B5: Treatment of Consumers

Dorian reviewed the policy monitoring process as part of Board education.

Rochelle presented her monitoring report for B5: Treatment of Consumers. Christine made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations. Steve seconded. The Board reviewed the report and asked questions, including discussion of basket size trends, the new NCG Mystery Shopper program, and potential ways to look at diversity issues with treatment of consumer measures. The motion was approved by a vote of seven in the affirmative and one abstention.

IX. 7:24PM Policy Monitoring B1: Financial Condition

Rochelle presented her monitoring report for B1: Financial Condition. Dorian made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations. Lynn seconded. The Board reviewed the report and asked questions, and Rochelle responded, including discussion of the debt-to-equity ratio, financial record keeping systems improvements, and the margin minus labor balance. The motion was approved by a vote of seven in the affirmative and one abstention.

X. 7:36PM Annual Meeting Debrief

The annual meeting was discussed. Items discussed included: concerns about the building capacity of the meeting venue, the flow and set-up for the food, the timing of door prizes, and the success of the question and answer session.

The Annual Meeting committee will look at meeting scheduling and venue options for future annual meetings.

Lynn, Christine, and Andrea will continue to work on the Annual Meeting committee.

XI. 7:47PM Board Committee Updates

Dorian reviewed the role of Board committees as part of Board education.

ACTION: The proposed charters for the Owner Financing Options and Austin Miller Award committees will be included in the January Board packet.

Board Expansion Education: Alex reviewed the proposed Board Expansion Education committee charter. Dorian moved to accept the proposed charter with the recommended changes. Andrea seconded. The charter was approved unanimously. Alex, Roz, and Dorian will serve on the Board Expansion Education committee, with support from Christine if needed.

ACTION: Alex will send Michelle the revised and accepted Board Expansion charter.

ACTION: The 2015 Election Committee will present a report at the February Board meeting.

ACTION: The 2016 Austin Miller Award committee will be formed at the January meeting.

ACTION: Andrea will bring a completed committee chart to the January meeting, including an annual committee calendar.

XII. 8:00PM Break

XIII. 8:16PM Officers

Dorian reviewed the role of the Board officers as the Executive committee.

Dorian proposed a slate of officers for 2016 including Dorian as President, Andrea as Vice-President, Lynn as Treasurer, and Jade as Clerk. Alex made a motion to accept the slate of officers as proposed. Roz seconded. The 2016 slate of officers was unanimously approved.

ACTION: Michelle will update Board records and materials to reflect the updated Executive committee.

XIV. 8:21PM Policy Monitoring D1: Unity of Control

Dorian reviewed the Board policy monitoring process as part of Board education.

The Board discussed the D1: Unity of Control policy monitoring report.

XV. 8:27PM Expansion Planning

The Board reviewed the Cultivating Stakeholder Support and Role of the Board sections of the Expansion Toolbox. Next steps for 2016 communications and outreach were discussed.

The Board broke into groups to brainstorm on the following questions:

1. In one word, what's the message to share about expansion?
2. What's the question you might ask to get the person you're talking to to see that expansion is necessary?
3. What is a rhyme to talk about expansion?
4. What would you 140 character Twitter message be?
5. How would you tell the story of what is going on?

Messaging ideas/reflections included: getting kids/teens involved; including Owner voices; high energy action; the need/cause for action; integrating SPIN (situation, problem, implication, need); poem/writing contest or poetry slam, or other creative ideas (music, art).

Ideas about communication were discussed. Ideas included an event, website communication, video, and newsletter pieces.

ACTION: Andrea will write a piece for the January Owner newsletter, looking at expansion and space through the lens of the Annual meeting (found poem, video).

ACTION: Lynn and Alex will work on overseeing a four article series of expansion articles for the upcoming newsletters, working with Andrea on her January piece.

XVI. 9:08PM ACTIONS

NEW:

ACTION: Alex will do the January firestarter and serve as meeting timekeeper.

ACTION: Michelle will prepare the 11/18/15 Executive Session Minutes for review at the next executive session.

ACTION: Michelle will work with Andrea to come up with a system for pending actions.

ACTION: The proposed charters for the Owner Financing Options and Austin Miller Award committees will be included in the January Board packet.

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ACTION: Lynn and Alex will work on overseeing a four article series of expansion articles for the upcoming newsletters, working with Andrea on her January piece.

PENDING:

ACTION: Christine and Eric will create a proposed charter for the Austin Miller Award committee for the January meeting.

ACTION: Dorian will include an Austin Miller guidelines discussion on the January Board agenda.

XV. 9:10PM Adjournment

Reflections on the meeting were shared. Lynn made a motion to adjourn the meeting. Dorian seconded. The meeting was adjourned at 9:10PM.

Next Board Meeting: Wed. January 27, 2015, 6:30-9:00pm, River Valley Co-op

Upcoming Meetings:

Wednesday February 24, 2016

Wednesday March 23, 2016

Wednesday April 27, 2016