

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

**Wednesday February 22, 2017, 6:30-9:25 PM
River Valley Co-op, Northampton**

Board Members Present: President Dorian Gregory, Steve Bruner, Roz Malkin, Lynn DiTullio, Clerk Alex Risley Schroeder, Duke Bouchard, Finance and General Manager Rochelle Prunty.

Absent: Vice-President Andrea Stanley, Treasurer Jade Barker, Eric Friedland-Kays and Christine Dutton.

Others Present: Co-op owner Jane Nevinsmith

Note Taker: Beth Skinner, Leadership Team Administrative Assistant

Presiding: President Dorian Gregory

Meeting convened @ 6:30 PM

I. 6:30 PM Member-Owner Comment Time

Jane Nevinsmith happy to be there to connect. Commented that local notecards should have preference in the wellness department by being more visible. Dorian thanked Jane for her comments and Rochelle will follow up with the department manager and report back to Board and Jane.

II. 6:35-6:45 PM Ice-Breaker

Steve led the ice-breaker. Tell us the last time you baked a cake or pie and what was the occasion.

III. 6:45-6:55 PM Agenda Review and Approval of Minutes

Postponed until later in the meeting when there is a quorum.

IV. 6:55-7:00 PM Action Items

Reviewed the action items from last meeting.

ACTION: Steve will do the February meeting ice-breaker and serve as the timekeeper. Done

ACTION: The B3: Asset Protection and B7 Communication to the Board issue will be updated in February. Done

ACTION: C3 Monitoring Report Agenda Planning in February meeting. Done

ACTION: A committee of Jade, Christine and Roz will respond to anyone that left contact information with their feedback and comments from the Annual Meeting Done

V. 7:00 PM River Valley Market LLC Board resolutions and RVC Properties LLC

Board resolutions: None

VI. 7:00- 7:10 D2: Accountability of the GM Board Monitoring Report

Policy got high marks from board. If a board member hears about an issue concerning the store they should bring it to the GM who is the one accountable.

VII. 7:10-7:20 C3 Policy Monitoring Report Agenda

Many of the monitoring reports can be considered consent items. Consent items enable more time for strategic discussions. Suggestion for new Board Members to go over the monitoring reports with a Board buddy as part of new Board orientation. Alex will develop this idea.

7:10 Lynn arrived and established a quorum.

VIII. 7:20-7:25 Review of January, 28 2016 Meeting Minutes

Alex led the discussion. Steve moved to accept the minutes. Roz seconded. The minutes were approved by four with Alex abstaining.

IX. 7:25 PM –7:35 B7 Communications to the Board

Steve made the motion to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations. Alex seconded and Dorian asked if there was any discussion. Lynn appreciated the level of detail and completeness of the report. Motion passed unanimously.

X. 7:35- 7:45 B3 Asset Protection

Dorian motioned and Lynn seconded to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations. Duke is going to meet with insurance broker about any future insurance upgrade needs. The personnel manual is being updated. B3.7 and B3.4 are out of compliance. There will be a report to the board monthly until they are brought into compliance. Dorian called for a vote and motion to approve report with management recommendations passed unanimously.

XI. 7:45-8:00 B1 Financial Condition

Steve made a motion and Lynn seconded whether to accept internal report as a demonstration of acting within board-established boundaries of executive limitations. Steve commented that the inventory turnover is good. Discussion of EBITDAP and how budget averages out over the year. The prior year's data on the current ratio graph was corrected in the meeting. Dorian called for a vote to accept internal report. The motion carried unanimously.

Break 8:00- 8:10

XII. 8:10-8:30 PM Committee Updates

XIII. 8:10-8:30 Board Owner Communications

Discussion of the charter of the Board Owner Communications committee. One goal is to increase interaction with member-owners and community about plans for a second store.

XIV. 8:30- 8:36 Annual Board Retreat Planning

Co-op is growing so fast with many new members. Board discussed the need to educate them

about the co-op. Communication was chosen by 4 out of 5 board members for retreat focus.

XV. 8:36- 9:25 PM Executive Session for discussion of Real Estate and Personnel

Dorian made a motion to go into Executive Session and Lynn seconded. Vote was unanimous.

XVI. 9:25-9:30 PM Review Action Items and Closing Appreciations

ACTION: ? will do the March meeting ice-breaker and serve as the timekeeper.

ACTION: Dorian will come up with a charter for the communications committee.

XVII. 9:25 PM Adjourn Meeting

PARKING LOT: 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: March 22, 2017 6:30-9:00 PM, River Valley Co-op