

**Northampton Community Cooperative Market, Inc.**  
**Board of Directors Meeting Minutes**  
**Wednesday March 14, 2018 6:30- 9:25 PM**  
**River Valley Co-op, Northampton**

**Board Members Present:** President Andrea Stanley, Vice-President Steve Bruner, Clerk Alex Risley Schroeder, Treasurer Dorian Gregory, Lynn DiTullio, Jacquie Fraser, Gary Schaefer and General Manager Rochelle Prunty

**Others:** Duke Bouchard, Finance

**Absent:** Jade Barker, Eric Friedland-Kays

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

**Presiding:** President Andrea Stanley

**Meeting convened @ 6:30-6:40 PM**

Rochelle read a letter from co-op owner Vicky Knight about her concerns related to opening a second store. The board discussed the letter.

**Action:** Rochelle will draft a final response that will be reviewed by the Executive Committee.

**I. 6:40-6:50 PM Agenda Review and Approval of Minutes**

- Jacquie offered an experiential icebreaker which was playing a rhythm by Babatunde Olatunji a Nigerian musician on her drum and the board responding with percussion instruments.
- Gary will do icebreaker in March.
- Alex made a motion to approve the February minutes with corrections and Steve seconded the motion. The motion passed unanimously with one abstention.

**II. 6:50-6:55 PM Action Items**

Directors reviewed the action items from the last meeting.

**Action:** In response to the suggestion that the Board communicates support for undocumented immigrant farmworkers and supports CISA's recent editorial, it was agreed that additional education on the topic of farm labor would be useful. In Process – Lynn and Alex

**Action:** Andrea will follow up with Gary and Jade about signing the conflict of interest form and determine what committee Gary serves on. Done (Gary will serve on the Board Expansion Education and Election Committee)

**Action:** Andrea will update committee chart and add the Board Development Committee In Process

**Action:** Alex and Dorian will work on job descriptions for Executive Committee Officers. In Process

**Action:** Andrea will update committee chart and add the Board Development Committee In Process

**Action:** Board timeline is a living document on google-Steve Done

**Action:** Beth will send out more e-mail reminders about survey monkey-Done

**III. 6:55-7:00 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions None**

**IV. 6:55-7:35 PM B6 Staff Treatment & Compensation**

Alex made a motion and Steve seconded the motion to accept internal report as demonstrating progress toward compliance with an acceptable plan of action to address remaining issues as outlined over the coming year. Management will provide quarterly reports with updates on progress and challenges based on the HR plan and timeline. A staff survey will be conducted again in the summer of 2019 as recommended by RVC consultant. The motion passed unanimously with no abstentions.

**V. 7:45-8:00 PM Second Store Proforma Primer**

Duke reviewed the NCCM 2006 proforma for RVC as an educational tool for understanding the role of a Proforma. Duke is working on the Proforma for the second store.

**Break 8:00-8:10 PM**

**VI 8:10 PM**

Gary made a motion to go into Executive Session and Steve seconded the motion. The motion was approved unanimously with no abstentions.

**VII. 8:35 PM** Steve made a motion to adjourn Executive Session and Jacquie seconded the motion.

The motion was approved unanimously with no abstentions.

**VIII. 8:35 PM**

Andrea made a motion to accept Executive Session minutes with corrections and Steve seconded. The motion was approved unanimously with no abstentions.

## **IX. 8:35--8:55 PM Rotary Project Update**

Rochelle gave updates on the Hatfield St. project meeting and discussed dates, anticipated effects on RVC and next steps.

## **X. 9:05-9:10 PM D2 Accountability of the GM and D3 Delegation to the GM**

Board reviewed the policies and discussed survey results. It was decided to review D, D1, D2, and D3 in December.

## **X. 9:10-9:20 PM Appreciations and Next Steps**

### **Next Steps**

At the April 25 Executive Committee meeting Duke will go over the Proforma for the new store at 285 office (5:00 PM-7:00 PM).

- **Action:** Alex and Dorian will look into changing calendar and policies so all D Board Policies are reviewed in December.
- **Action:** On March 20, Ben from CDS will do a Capital Campaign Caller Training (Zoom). Gary Dorian, Lynn, Rochelle and Alex will meet at 285.
- **Action:** Committee reports are put in the packet as FYI. If a chair needs time for discussion, they should ask Andrea to be put on the agenda.
- **Action:** Dorian will send out a template e-mail for current lenders for capital campaign.
- **Action:** Executive Committee will meet with Nate and Beth on March 28 about making Google drive accessible to board members and will discuss institutional documents and clarification of document ownership.
- **Action:** All day PVGrows Forum on April 7, 9:15 AM-4:15 PM at Gateway City Arts, Holyoke, MA Focus is on farm labor.
- **Action:** Explore CISA speaking to the board in the summer of 2018 about farm labor in the Valley. Lynn and Alex
- **Action:** Rochelle read a letter from co-op owner Vicky Knight concerning the history of the Cleveland Co-op and concerns about opening a second store. A response will be drafted by Rochelle and reviewed by Executive Committee.

**9:20 PM** Andrea made a motion to adjourn the meeting and Lynn 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: April 18, 2018, 6:30-9:00 PM, River Valley Co-op**

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

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