

**Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes In Person and on Zoom video-
conference**

October 25, 2023 6:30- 9:12 PM

****Approved****

Board Members Present: President Abby Getman Skillicorn, Vice-President Alex Risley Schroeder, Clerk Barra Cohen, Treasurer, Elizabeth Appelquist, Gary Schaefer, Wendy Messerli, Angus Brewer

Absent: Sarah Abigail Axe, Angela D'Souza

Co-op Management Present: General Manager Rochelle Prunty, Director of Marketing Natasha Latour, CFO Duke Bouchard

Zoom: Clerk Barra Cohen, Marketing Natasha Latour, CFO Duke Bouchard

Facilitator: Jade Barker

Zoom Host: Executive Assistant Debbie Marshall

Notetaker: Co-op Leadership Administrator Beth Skinner

Presiding: President Abby Getman Skillicorn

Meeting convened @ 6:30 PM

I. 6:30-6:35 PM Member Comments

II. 6:35-6:55 PM: Agenda Review and Approve Minutes

- Alex will do the ice-breaker for the November meeting.
- All Directors affirmed they read the packet and are prepared and ready to participate.
- Elizabeth moved and Angus seconded a motion to approve the September 2023 minutes with corrections. The motion passed unanimously with one abstention.

Action Items

- Discuss with Nate about the potential for more secure communication for the board **Rochelle In process**
- Revisit language of C5 and C9 Monitoring Report and check other monitoring reports **Beth In process**
- Share Our Co-op's History Timeline Presentation **Rochelle In process**
- Going forward with the board about DEI **Abby In process**
- Need tools of support contact **Abby or Elizabeth In process**
- Send out CCMA slides and comments **Abby In process**
- Past Executive Session minutes collected for approval **Beth Done**
- Videos finished after Nov. 1 **Angela In process**
- Arrange store tour **Angela In process**

III. 6:55-7:00 PM C6: Officers Roles

- Review policy and discuss results of self-assessment survey.
- Prepare and plan earlier in the year for officer roles
- Every board member should attend one executive meeting each year
- Updating pronouns in C6

III. 7:00- PM River Valley Market LLC and RVC Properties LLC Board Resolutions None

IV. 7:00- 7:15 PM Wegner CPAs, LLP Draft Financial Audit FY 2023 and 2022 With Brian Dahik and Joe Salzman

Wegner CPAs audited the financial statements of Northampton Community Cooperative Market, Inc., which comprise the consolidated balance sheets as of June 30, 2023 and 2022, and the related consolidated statements of income, equity, and cash flows for the years then ended, and the related notes to the financial statements.

- Directors reviewed draft financial statements, patronage recommendation and the auditor's report.
- Wegner concludes that the financial information is correct and River Valley Co-op received the highest score that can be received.
- Plan was for three years of loss with 2023 loss lower
- Cash actually increased even with net loss in accounting because of received tax credits in 2023 and depreciation expense
- New market tax credit financing could be forgiven in 2027 (4.5 million)
- Suggestions made in past audits have been implemented

- Thank you to the River Valley financial team

Abby moved and Gary seconded a motion for directors to enter and staff to leave Executive Session. The motion passed unanimously with no abstentions.

7:15 PM Duke left the meeting

V. 7:15-7:25 PM Executive Session

Board discussed confidential business as it relates to financial matters with auditors

7:25 PM Board left Executive Session

Abby made a motion and Gary seconded to accept internal report as third party audit report a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with one abstention.

VII. 7:25-7:45 PM Ends Report

- Took 7 years to move from one store to two
- Strong percentage of sales from local producers
- Prepared foods will grow
- Childcare project exciting
- Impressive number of partners and other organizations that coop supports
- Native people advocacy
- Customer count and owners keep growing
- Powerful and meaningful report

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

8:11-8:15 PM Break

8:15-8:25 PM Annual Meeting Committee

- Annual meeting and celebration December 2 from 1-3 pm at CFE Farmstead, 180 Pleasant Street, Easthampton
- Panel to reflect on the last 15 years of the coop including: Next Farm Over, Grow Food Northampton and Jade with a national coop perspective

Angus moved and Gary seconded a motion for directors and staff to enter Executive Session. The motion passed unanimously with no abstentions.

8:25-8:45 PM Executive Session

- Real Estate Discussion
- Reviewed GM Evaluation and Compensation Process

Abby moved and Gary seconded a motion to leave Executive Session. The motion passed unanimously with no abstentions.

8:45 PM Board left Executive Session

8:45 9:12 PM Board Votes on Executive Session Minutes

Abby moved and Elizabeth seconded a motion to approve 11/30/2022 Executive Session. Minutes. The motion passed unanimously with no abstentions.*

Alex moved and Abby seconded a motion to approve 09/28/2022 Executive Session. Minutes. The motion passed unanimously with no abstentions.*

Alex moved and Wendy seconded a motion to approve 05/22/2022 Executive Session. Minutes. The motion passed unanimously with one abstention.*

Alex moved and Angus seconded a motion to approve 03/23/2022 Executive Session. Minutes. The motion passed unanimously with no abstentions.*

Alex moved and Elizabeth seconded a motion to approve 12/22/2021 Executive Session. Minutes. The motion passed unanimously with one abstention.*

Alex moved and Abby seconded a motion to approve 10/27/2021 Executive Session. Minutes. The motion passed unanimously with two abstentions.

Alex moved and Abby seconded a motion to approve 11/17/2021 Executive Session. Minutes. The motion passed unanimously with no abstentions. (Barra, Wendy, Angus and Elizabeth did not vote)*

Next Steps

Action Items

Actions that will be resolved in the future or specific dates for upcoming meetings/events.

- Follow up with Angela and Sarah about gm compensation Abby
- Check in with elected directors about first board meeting Abby
- Updating pronouns in C6 Beth
- Discuss with Nate about the potential for more secure communication for the board Rochelle
- Revisit language of C5 and C9 Monitoring Report and check other monitoring reports Beth
- Share Our Co-op's History Timeline Presentation Rochelle
- Going forward with the board about DEI Abby
- Need tools of support contact Abby or Elizabeth
- Send out CCMA slides and comments Abby
- Videos finished after Nov. 1 Angela
- Arrange store tour Angela

Angus moved and Alex seconded a motion to end the meeting, The motion passed unanimously with no abstentions.

9:12 PM Meeting Adjourned

Appreciations

Alex for her work on the Executive Session Minutes
Lightness of being

REMINDERS:

- Packets need to be completed by Thursday at 5:00 PM week before board meeting or the agenda will be changed.
- Columiate has resources for DEI and a series of webinars on financial training.

Next Executive Meeting will be Nov. 15, 2023

Next Board Meeting will be Nov. 29, 2023 6:30-9:00 PM

December Board Meeting will be Dec. 27

PARKING LOT is now in google drive “Working Documents”

Parking Lot items are reflected in board annual retreat and available for executive committee review.

Director	No 22	De 22	Jan 23	Fe 23	Ma 23	Ap 23	Ma 23	Ju 23	Jul 23	Au 23	Sep 23	Oct 23
Angus Brewer	X	X	X	X	X	X	X	X	X	X	X	X
Alex Risley Schroeder	X	X	abs	X	X	X	X	X	X	abs	X	X
Gary Schaefer	X	X	abs	abs	X	X	X	X	X	X	abs	X
Abby Getman Skillicorn	X	X	X	X	X	X	X	X	X	X	X	X
Wendy Messerli	X	X	X	X	X	X	X	X	X	X	X	X
Sarah Axe	X	X	X	abs	X	X	X	ab	X	X	X	abs
Angela D'Souza	X	X	X	X	X	X	X	ab	abs	X	X	abs
Elizabeth Appelquist	X	X	X	X	X	X	X	X	abs	X	X	X
Barra Cohen	X	X	X	X	X	X	X	X	X	abs	X	X