

**Northampton Community Cooperative Market, Inc.**  
**Board of Directors Meeting Minutes**  
**Wednesday May 23, 2018 6:30- 9:20 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, Jade Barker, Jacquie Fraser, Gary Schaefer, Eric Friedland-Kays, and General Manager Rochelle Prunty

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

**Presiding:** President Andrea Stanley

**Meeting convened @ 6:30 PM**

**I. 6:30 PM Icebreaker Gary**

- Where were you born and when did you move to the valley?

**Lynn arrived at 6:39**

**II. 6:45 PM Agenda Review and Approval of Minutes**

- GM Emergency succession report will be postponed until the July 11 meeting
- Dorian made a motion to approve the April minutes with correction that CDS be written CDS Consulting Co-op and Steve seconded the motion. The motion was approved unanimously with one abstention.

**II. 6:50 7:00 PM Action Items**

Directors reviewed the action items from the last meeting.

**Actions**

- **Action:** Proforma will be reviewed by Duke on April 25 5:00-7:00. **Done**
- **Action:** Alex and Dorian will look into changing calendar and policies so all D Board Policies are reviewed in December. **Done**
- **Action:** Rochelle will draft a response to co-op owner Vicky Knight concerning the history of the Cleveland Co-op and concerns about opening a second store. The response will be reviewed by Executive Committee. **In Process**
- **Action:** Andrea will update committee chart and add the Board Development Committee **Done**
- **Action:** Alex and Dorian will work on job descriptions for Executive Committee Officers. **In Process**
- **Action:** Election committee will meet and revise bear paw proposal. Decision not to do bear paw. **Done**
- **Action:** Beth and Steve will work on orientation documents to put on google drive. **In Process**

- **Action:** Nominations for Austin Miller Award **Done**

### **III. 7:13 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions None**

### **IV. 7:13 PM-7:15 Capital Campaign Update**

Report from Lynn about the excellent progress of the Soft Campaign, current activities and timeline.

June 15 deadline to wrap up campaign. July 11 board meeting will have a summary of the campaign.

### **Jacque arrived at 7:26**

### **V. 7:26-7:45 PM Retreat Summary**

Review of 2018 BOD Retreat and next steps. Dorian discussed the board budget and charitable giving. Budget goes through mid-May.

Andrea made a motion and Gary seconded for a \$200 donation from RVC board for City Space on behalf of Mayor Mike. The motion passed unanimously with no abstentions.

Dorian motioned and Gary seconded a \$200 donation to Catholic Charities. The motion passed unanimously with no abstentions. There is \$800 remaining. Discussion of donating to RVC tree project to offset carbon footprint.

### **VI. 7:45 PM- Austin Miller**

Reviewed Nominations and decided on 4 recipients.

2018 Co-op Hero Awards-\$500 each

Astarte Farm-Farm

Margaret Christie-Individual

Alternative Recycling-Business

The Hitchcock Center for the Environment-Non-profit (The non-profit also receives the proceeds from the Strawberry Ice Cream Social outdoor food sales)

Andrea made a motion to accept the slate of four for the Austin Miller grants. Alex seconded the motion. The motion was approved unanimously with one abstention.

- Board Members need to sign up for the Strawberry Social on June 21 to present awards.
- Alex and Dorian engaged Heather to prepare a General Manager draft contract.
- Board consent item for an engagement letter with Wagner CPA for financial audit for the fiscal year ending June 2018.
- Approve board budget at July Board Meeting

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

### **VII. 8:10-8:30**

**Duke attended the meeting by phone.**

### **BI Financial Conditional and Analysis (3Q)**

Rochelle and Duke discussed the report and net income for the quarter and responded to Board members questions. The board requested that customer count and basket size be added to BI: Financial Condition monitoring report. Dorian made a motion to accept internal report as a demonstration of acting within board-established boundaries of executive limitations and Jacquie seconded the motion. The motion was approved unanimously with no abstentions.

**8:45 Duke left the meeting.**

### **B8 Board Logistical Support**

Andrea made a motion to accept internal report as a demonstration of acting within board-established boundaries of executive limitations and Jacquie seconded the motion. The motion was approved unanimously with no abstentions.

**B9 Emergency GM Succession postponed to July 11 meeting.**

### **VIII. 8:58-9:10 Executive Session**

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

### **IX 9:10**

Dorian made a motion to adjourn Executive Session and Steve seconded the motion. The motion was approved unanimously with no abstentions.

### **X. 9:10-9:15 PM Appreciations and Next Steps**

**Review action items and discuss means to respond to member comments.**

#### **Actions**

- **Action:** Add customer count and basket size to BI: Financial Condition monitoring report. **Rochelle**
- **Action:** Rochelle will draft a written response to co-op owner Vicky Knight concerning the history of the Cleveland Co-op and concerns about opening a second store to be e-mailed by Executive Committee. **Rochelle**
- **Action:** Job descriptions for Executive Committee Officers in board appendices and on google drive. **Alex, Beth**
- **Action:** Board will be up to date on using RVC email and google drive by August 1. **Directors**
- **Action:** Orientation documents will be put on google drive. **Beth and Steve**
- **Action:** Add to board calendar and annual calendar in Nov. and May discussion/review of guidelines for Community Grants, Austin Miller and board donations. **Andrea**
- **Action:** Discussion with Nate about security, using google drive, RVC e-mails and forwarding board e-mails to personal e-mails. **Rochelle**
- **Action:** Ask Michael if there is a policy on information security. **Rochelle**
- **Action:** Research board policy language concerning electronic communication. **Dorian, Alex**

- **Action:** After RVC tree donations are complete board treasurer will decide on amount and board will vote by e-mail **Dorian**
- **Action:** Board Members need to sign up for the Strawberry Social on June 21 to present awards. **Directors**

**9:20 PM** Jacquie made a motion to adjourn the meeting and Jade 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: July 11, 2018, 6:30-9:00 PM, River Valley Co-op**

**Executive Meeting: June 20 (Steve will call in)**

**Strawberry Ice Cream Social: June 21 (5:00-8:00 PM)**

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