

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

**Thursday August 13th 2015, 6:30-9:00PM
River Valley Market, Northampton**

Board Members Present: Vice-President Jade Barker, Treasurer Lynn DiTullio, President Dorian Gregory, Roz Malkin, Jeff Napolitano, Max Saito, Clerk Andrea Stanley, and Rochelle Prunty (General Manager)

Absent: Christine Dutton and Alex Risley Schroeder

Others Present: 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. 6:32PM Firestarter

Andrea shared an icebreaker, asking Board members to watch a TED talk and respond to it with their reflections on the “why” of the co-op. Dorian suggested calling the icebreaker a firestarter going forward.

ACTION: Roz will do the September firestarter.

III. 6:52PM Agenda Review

The agenda was reviewed.

IV. 6:52PM Review and Approval of Minutes

Review of 7/9/15 Meeting Minutes: Roz moved to accept the minutes. Dorian seconded. The minutes were approved with a vote of five in the affirmative and one abstention.

V. 6:48PM Action Item Review

Action items from the previous meeting were reviewed.

VI. 6:54PM River Valley Market LLC operations board resolutions

There were no River Valley Market LLC operations board resolutions.

VII. 6:54PM RVC Properties LLC board resolutions

There were no RVC Properties LLC board resolutions.

VIII. 6:54PM Strategic Conversation

Board members reviewed and discussed Why Expansion Meets Our Mission. The Board shared their hopes and fears related to the expansion, and how to work toward resiliency.

Jeff joined the meeting at 7:06PM.

IX. 7:41PM Board Committee Updates

Jade gave a Board Elections committee update. Candidate interviews with be scheduled Sept. 8th & 10th.

ACTION: Directors should respond to Jade and Andrea about who they will contact about potential Board candidacy.

New *ad hoc* committees related to expansion were discussed and formed. The Owner Financing Options committee will include Jade and Lynn.

ACTION: Jade and Lynn will bring a revised charter for the Owner Financing Options committee to the September meeting.

The Bylaw, Board Policies, and Articles of Incorporation Review committee will include Jeff, Dorian, and Max.

ACTION: Dorian, Jeff, and Max will bring a charter for the Bylaw, Board Policies, and Articles of Incorporation Review committee to the September meeting.

Roz and Jeff reported on the Board Compensation committee progress.

ACTION: Roz will send the CBLD article on compensation to Dorian for inclusion in the October packet.

ACTION: Materials on Board compensation should be forwarded to Dorian for the October packet.

X. 8:00PM Break

XI. 8:13PM Executive Session

Jeff made a motion to go into executive session to discuss expansion with the Board, Rochelle, and Michelle present. Dorian seconded. The Board entered executive session at 8:13PM.

The Board came out of executive session at 8:25PM.

XII. 8:25PM Business Update

Rochelle shared her monthly business update.

XIII. 8:27PM Policy Monitoring B2: Business Planning and Budgeting

Rochelle presented her monitoring report for B2: Business Planning and Budgeting, including the FY16 Business Plan. The Board asked questions, and Rochelle responded. Rochelle shared an overview of the report. The report will be reviewed at the September meeting.

XIV. 8:38PM Board Budget

Dorian made a motion to approve the Board budget as proposed. Lynn seconded. The proposed budget was discussed. Amendments were suggested. The budget was unanimously accepted.

XV. 8:43PM Board Policy Monitoring C8: Governance Investment

Dorian led a review of policy C8: Governance Investment. The Board discussed the policy and their responses to the self-assessment survey.

XVI. 8:47PM Next Steps

Michelle reviewed the action items from the meeting for the Board.

ACTION: Roz will do the September firestarter.

ACTION: Directors should respond to Jade and Andrea about who they will contact about potential Board candidacy.

ACTION: Jade and Lynn will bring a revised charter for the Owner Financing Options committee to the September meeting.

ACTION: Dorian, Jeff, and Max will bring a charter for the Bylaw, Board Policies, and Articles of Incorporation Review committee to the September meeting.

ACTION: Roz will send the CBLD article on compensation to Dorian for inclusion in the October packet.

ACTION: Materials on Board compensation should be forwarded to Dorian for the October packet.

XVI. 8:52PM Adjournment

Reflections on the meeting were shared. Lynn made a motion to adjourn the meeting. Roz seconded. The meeting was adjourned at 8:52PM.

Next Board Meeting: Wed. September 23, 2015 6:30-9:00pm, River Valley Market

Upcoming Meetings:

Wednesday October 28, 2015

Wednesday November 18, 2015 (3rd Wed due to Thanksgiving)

Wednesday December 23, 2015