

Northampton Community Cooperative Market, Inc.

Board of Directors Meeting Minutes

Thursday November 18, 2015, 6:30-9:15PM
River Valley Co-op, Northampton

Board Members Present: Vice-President Jade Barker, Treasurer Lynn DiTullio, Christine Dutton, Eric Friedland-Kays, President Dorian Gregory, Roz Malkin, Alex Risley Schroeder, Clerk Andrea Stanley, and Rochelle Prunty (General Manager)

Others Present: Monica Nunez, Human Resources Manager and Michelle Driscoll, Board Administrative Assistant.

Presiding: President Dorian Gregory

Notetaker: Michelle Driscoll

Meeting convened @ 6:30PM

I. 6:30PM Member-Owner Comment Time

Roz shared an owner's comment about diversity.

Dorian and Rochelle also shared information about a Holyoke co-op.

II. 6:37PM Agenda Review

The agenda was reviewed.

III. 6:41PM Firestarter

Lynn shared an firestarter, asking, "What's one of the more challenging things you did in your life?"

ACTION: Christine will do the December firestarter and serve as meeting timekeeper.

IV. 6:59PM Review and Approval of Minutes

Review of 10/28/15 Meeting Minutes: Lynn moved to accept the minutes. Dorian seconded. The minutes were approved by a vote of six in the affirmative and two abstentions.

V. 7:00PM Action Item Review

Action items from the previous meeting were reviewed.

VI. 7:00PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions

There were no resolutions.

VII. 7:01PM Policy Monitoring B3: Asset Protection

Rochelle presented her monitoring report for B3: Asset Protection. Roz made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations, with acknowledgment of noncompliance and acceptance of the General Manager's plan for compliance. Andrea seconded. The Board reviewed the report and asked questions, and Rochelle responded. Christine suggested adding information about compliance with MA and national personal information laws to the 2016 B3 report. The motion was unanimously approved.

VIII. 7:13PM Policy Monitoring B: Global Executive Constraint

Rochelle presented her monitoring report for B: Global Executive Constraint. Dorian

made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations, with acknowledgment of noncompliance and acceptance of the General Manager's plan for compliance. Lynn seconded. The Board reviewed the report and asked questions, and Rochelle responded. The motion was unanimously approved.

IX. 7:23PM Board Committee Updates

The proposed Austin Miller Award guidelines were discussed.

ACTION: Christine and Eric will create a proposed charter for the Austin Miller Award committee to present at the January meeting.

ACTION: Dorian will include an Austin Miller guidelines discussion and a review of the proposed charter on the January Board agenda.

The Board discussed the proposed charter for the Owner Financing Options committee, and suggested revisions.

The Board discussed the proposed charter for the Board Expansion Education committee, and suggested revisions.

ACTION: Revised proposed charters for the Owner Financing Options and Board Expansion Education committees will be brought to the December meeting for approval and inclusion in the Board policies.

ACTION: Andrea will work with Michelle to come up with a list of Board committees and charter needs.

Andrea gave an update from the Annual Meeting Committee about the upcoming meeting, and the Board discussed the proposals for the meeting.

The Elections process was discussed.

Monica left the meeting.

X. 8:03PM Policy Monitoring D Global Board Management Connection

The Board discussed the D Global Board Management Connection report.

XI. 8:05PM Break

XII. 8:25PM Executive Session

Dorian made a motion that the Board go into an executive session to review the General Manager's FY15 performance and discuss the General Manager's compensation for FY16. Andrea seconded. The Board went into Executive Session at 8:30PM. The Board came out of executive session at 9:05PM.

XIII. 9:10 PM Next Steps

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

ACTION: Christine will do the December firestarter and serve as meeting timekeeper.

ACTION: Michelle will the Board contact information in the store and on the website is

current.

ACTION: Christine and Eric will create a proposed charter for the Austin Miller Award committee to present at the January meeting.

ACTION: Dorian will include an Austin Miller guidelines discussion and a review of the proposed charter on the January Board agenda.

ACTION: Revised proposed charters for the Owner Financing Options and Board Expansion Education committees will be brought to the December meeting for approval and inclusion in the Board policies.

ACTION: Andrea will work with Michelle to come up with a list of Board committees and charter needs.

XV. 9:15PM Adjournment

Reflections on the meeting were shared. Roz made a motion to adjourn the meeting. Lynn seconded. The meeting was adjourned at 9:15PM.

Next Board Meeting: Wed. December 23, 2015, 6:30-9:00pm, River Valley Co-op

Upcoming Meetings:

Wednesday January 27, 2016
Wednesday February 24, 2016
Wednesday March 23, 2016