

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

**Monday November 28, 2016, 6:30- 9:45 PM  
River Valley Co-op, Northampton**

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

**Others:** Duke Bouchard, Finance Manager, David Berson board candidate, Marilyn Castriotta board candidate

Absent: Christine Dutton

**Presiding:** President Dorian Gregory

**Note taker:** Beth Skinner

**Meeting convened @ 6:30 PM**

**I. 6:30 PM Member-Owner Comment Time**

**II. 6:35 PM Agenda Review and Ice-Breaker**

Eric led the ice-breaker. What do you feel is your super power? Do you know if you have something you want to do after the election to make things better?

The agenda was reviewed and accepted.

**III. 6:45 PM Review and Approval of Minutes**

Review of October 26, 2016 Meeting Minutes: Roz moved to accept the minutes. Andrea seconded. The minutes were approved by a unanimous vote in the affirmative.

**IV. 6:45 PM Action Items**

Beth reviewed the action items from last meeting.

ACTION: Eric will do the November 28<sup>th</sup> meeting ice-breaker and serve as the timekeeper. Christine will do the December ice-breaker. Done

ACTION: B2 Business Planning and Budgeting monitoring report will be reviewed at the November meeting. Done

ACTION: Dorian will put an item on the November agenda to form a committee to work on the new Board Member orientation process. December.

ACTION: The B3: Asset Protection issue will be updated in December.

**V. 6:49 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions: None**

**VI. 6:50 7:00 B2: Business Planning and Budgeting Monitoring Report**

Rochelle reports compliance with the business planning and budgeting policy. Motion to approve report by Lynn and seconded by Eric.

Internal strengthening is the theme for this year to prepare for opening a second store with a focus on staff development. Discussion with the board about key financial goals for 2017.

Board voted unanimously to accept internal report as a demonstration of acting within board-established boundaries of executive limitations. No abstentions and the motion carried. Board expressed thanks to Rochelle and Duke for the detailed and diverse report.

**VII. 7:00 7:15 PM. Ends**

Rochelle provided data that we are in compliance with Ends Policy. Steve motions to accept internal report as a demonstration of acting within board-established boundaries of executive limitations. Alex seconded. Discussion of the role of the board in bringing in new demographics. Board voted unanimously to accept internal report.

**VIII. 7:15 PM. B: Global Executive Constraint postponed until December****IX. 7:15 7:18 - Board Logistical Support Monitoring Report**

Lynn motions to accept internal report as a demonstration of acting within board-established boundaries of executive limitations and Andrea seconds. Roz appreciated the information and wonderful content. Motion carried unanimously.

**X. 7:18-7:25 D Global Board Management Connection**

Andrea led the discussion. Jade appreciates upper management coming to retreats. Co-op café was great and very satisfying.

**7:25** Jade leaves the room for a discussion of CDS Consulting Co-op. CDS Consulting Co-op has supported the board with advice on board governance, committee work and best practices. Board unanimously agrees to sign with CDS Consulting Co-op for another year. Dorian will sign the contract on behalf of the board.

**7:30 Jade returns to the meeting.**

**XI. Committee Updates 7:30- 7:45****Elections**

Simply Voting is working well and is a success.

**Annual Meeting and Celebration Dinner**

Board discussed logistics. Andrea will introduce mandala and Michelle.

Nolumbeka project will talk about their organization and Andrea will speak on the alchemy of malting. There will be questions and answers at the end.

**XII. 7:45-8:05 PM Executive Session with Staff-Expansion Feasibility****8:05 8:18 PM Break****XIII 8:18-9:43 PM Executive Session- without Staff**

Dorian motioned going into executive session, Steve seconded, and it passed unanimously. The Board went into executive session to review General Manager FY16 performance. Board decided results of evaluation and determines FY17 compensation for GM. The Board came out of executive session at 9:43 PM.

**Next Steps****NEW:**

ACTION: Christine will do the December meeting ice-breaker and serve as the timekeeper.

ACTION: Dorian will put an item on the December agenda to form a committee to work on the new Board Member orientation process.

ACTION: The B3: Asset Protection issue will be updated in December.

**X. 9:45 PM Adjourn Meeting****PARKING LOT:**

Look at avenues for Board organized community participation around promoting local food.

The Board committee working on new Board member orientation will develop a summary or graphic tool to summarize Board policies.

**Next Board Meeting: December, 28 2016, 6:30-9:00 PM, River Valley Co-op**