

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

**Wednesday December 28, 2016, 6:30-9:05 PM
River Valley Co-op, Northampton**

Board Members Present: President Dorian Gregory, Vice-President Andrea Stanley, Clerk Jade Barker, Christine Dutton, Eric Friedland-Kays, Roz Malkin, and General Manager Rochelle Prunty

Others: Duke Bouchard, Finance Manager

Absent: Steve Bruner, Alex Risley Schroeder, Lynn DiTullio

Presiding: President Dorian Gregory

Note taker: Duke Bouchard

Meeting convened @ 6:30 PM

I. 6:30 PM Member-Owner Comment Time

II. 6:31 PM Agenda Review and Ice-Breaker

Christine led the ice-breaker. As this year comes to a close, what have we have decided to let go of, and what might we take/add on to make things less stressful.

The agenda was reviewed and accepted.

III. 6:44 PM Review and Approval of Minutes

Review of November 28, 2016 Meeting Minutes: Jade moved to accept the minutes. Eric seconded. The minutes were approved by a 5-0-1 vote in the affirmative, with Christine abstaining.

IV. 6:55 PM Action Items

Dorian reviewed the action items from last meeting.

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

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

ACTION: The B3: Asset Protection issue will be updated in December. No news. Update in January.

V. 6:56 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions: None

VI. 6:56 PM Welcome and Code of Conduct

Newly reelected Board Members were welcomed and congratulated. Code of conduct was read aloud. Opportunities for questions and clarification was given. All present board members turned in signed copies, and absent board members will bring them to next Board meeting.

VII. 7:10 PM Committee Updates

Debriefed 2016 election and annual meeting, lessons learned, changes for next year

- 1) **Election** – The committee offered 5 recommendations regarding future board election work. These recommendations came from a review of prior work, the 2016 election process and to a small extent, practices of other co-ops. These recommendations will be discussed at a future Board meeting after the new Elections Committee is seated.
- 2) **Annual Meeting** – The Board debriefed on the annual meeting, and gave kudos to the committee for the work that went into planning such a successful event. Some suggestions for next year were a bigger meeting space, trying to reduce the length of the food line, and staying on schedule. Board members unanimously agreed about the success of the meeting hitting all of the right notes. The Board will look at comments, questions and feedback from the meeting. A committee of Jade, Christine and Roz will respond to anyone that left contact information. Dorian will make mention of the feedback in the President's report.

VIII. 7:38 PM B1: Financial Condition & Analysis

Rochelle presented the internal financial monitoring report for quarter ended September 30, 2016 which included data to demonstrate compliance. The report indicates compliance with all policies, except B.I.2, for which there is an explanation and a plan to come into compliance before the end of the fiscal year.

Roz made a motion to accept the monitoring report as a demonstration of acting within board-established boundaries of executive limitation, and Jade seconded it. Vote to accept the report with acknowledgement of non-compliance was unanimous. There were multiple Board Member comments of appreciation for the information content.

IX. 7:50 PM B5: Treatment of Consumers

Rochelle presented the treatment of consumers monitoring report for the period ended November 30, 2016 which included data to demonstrate compliance with the board policy. Roz motions to accept internal report as a demonstration of acting within board-established boundaries of executive limitation, and Andrea seconds. Vote to accept the report was unanimous. There were comments of appreciation for the information content.

X. 8:00 PM B Global Executive Constraint

Rochelle presented the executive constraint monitoring report for the period ending December 21, 2016 which included data to demonstrate compliance with the policy. Andrea made a motion to accept the monitoring report as a demonstration of acting within board-established boundaries of executive limitation, and Christine seconded it. Vote to accept the report was 5-0-1, with Eric abstaining.

8:04-8:20: PM Break

XI. 8:20 PM DI: Unity of Control

Board monitored its own board-established policy regarding only officially passed motions of the Board are binding on the GM.

Andrea led the discussion. The results showed strong consensus that the Board is doing well with its policies around role delineation.

XII. 8:32 PM Review Draft of Communications Matrix

Board reviewed a tool for organizing co-op communication efforts.

Dorian led the discussion about a communications matrix to help the Board identify different methods of communication, their goals and targets, as well as who is responsible for it. Dorian articulated the goal of developing a timeline and plan for communications leading up to the 2nd store. With a few suggested edits this draft communications matrix will be a foundation for a future seated communications committee. Dorian will bring a proposed slate of Board committees to the January 25, 2017 Board Meeting. Board members are to think about what committees they may be interested in serving on for the January meeting. Some committee examples given were: Capital Campaign Committee, Communications Committee, Austin Miller Committee, etc.

XII. 8:46-9:03 PM Executive Session with Staff on all pending matters and expansion update

Dorian motioned going into executive session, Jade seconded, and it passed unanimously. The Board went into executive session to discuss pending matters and an expansion update. The Board came out of executive session at 9:03 PM.

Next Steps**NEW:**

ACTION: Roz will do the January meeting ice-breaker and serve as the timekeeper.

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

ACTION: A committee of Jade, Christine and Roz will respond to anyone that left contact information with their feedback and comments from the Annual Meeting. Dorian will make mention of the feedback in the President's report.

ACTION: Dorian to bring proposed slate of Board committees to the January 25, 2017 Board Meeting. Board members are to think about what committees they may be interested in serving on for the January meeting. Some committee examples given were: Capital Campaign Committee, Communications Committee, Austin Miller Committee, etc.

X. 9:05 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: January 25, 2017 6:30-9:00 PM, River Valley Co-op