

Northampton Community Cooperative Market, Inc.

Board of Directors Meeting Minutes

Wednesday January 27, 2016, 6:30-9:00PM
River Valley Co-op, Northampton

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

Others: 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. 6:31PM Firestarter

Alex shared a firestarter. Alex asked Directors to describe why or how expansion is important for the co-op and how it is important to you, without using the word expansion.

ACTION: Jade will do the February firestarter and serve as meeting timekeeper.

III. 6:46PM Agenda Review

The revised agenda was reviewed and approved.

IV. 6:46PM Review and Approval of Minutes

Review of 12/23/15 Meeting Minutes: Roz moved to accept the minutes. Dorian seconded. Revisions were discussed. The minutes were approved as amended by a vote of eight in the affirmative and one abstention.

V. 6:48PM Action Items

Michelle reviewed the action items from last meeting.

NEW:

ACTION: Michelle will prepare the 11/18/15 Executive Session Minutes for review at the next executive session. DONE

ACTION: Michelle will work with Andrea to come up with a system for pending actions. DONE

ACTION: The proposed charters for the Owner Financing Options and Austin Miller Award committees will be included in the January Board packet. ACTIVE/DONE

ACTION: Alex will send Michelle the revised and accepted Board Expansion charter. DONE

ACTION: The 2015 Election Committee will present a report at the February Board meeting. PENDING

ACTION: The 2016 Austin Miller Award committee will be formed at the January meeting. DONE

ACTION: Andrea will bring a completed committee chart to the January meeting, including an annual committee calendar. DONE

ACTION: Michelle will update Board records and materials to reflect the updated Executive committee. DONE

ACTION: Andrea will write a piece for the January Owner newsletter, looking at expansion and space through the lens of the Annual meeting (found poem, video). DONE

ACTION: Lynn, Alex, and Roz will work on overseeing a four article series of expansion articles for the upcoming newsletters, working with Andrea on her January piece. DONE

PENDING:

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

ACTION: Dorian will include an Austin Miller guidelines discussion on the January Board agenda. DONE

VI. 6:52PM River Valley Market LLC operations, RVC Properties LLC, and NCCM Inc. board resolutions

There were no RVC Properties board resolutions.

Rochelle requested a River Valley Market LLC resolution to add Duke Bouchard, incoming Finance Manager, as a signatory on all of our River Valley Market accounts at People's United Bank. Dorian made a motion to accept the resolution as presented, and Andrea seconded. The Board asked questions. The resolution was approved unanimously.

Rochelle requested a Northampton Community Cooperative Market, Inc. resolution to add Duke Bouchard as a signatory on all of our Northampton Community Cooperative Market, Inc. accounts at Easthampton Savings Bank. Dorian made a motion to accept the resolution as presented, and Jade seconded. The resolution was approved unanimously.

Rochelle requested a Northampton Community Cooperative Market, Inc. resolution to add Duke Bouchard as a signatory on all of our Northampton Community Cooperative Market, Inc. accounts at People's United Bank. Dorian made a motion to accept the resolution as presented, and Alex seconded. The resolution was approved unanimously.

VII. 7:04PM Board Orientation and Annual Refresher

Jade lead a Board orientation to orient new members and as a refresher for returning Board members.

Jade asked Directors to share their reflections on why they have chosen to serve on the Board.

Jade asked returning Directors to share how long they've been on the Board, and one thing they wish they'd known the first year of their involvement.

Jade discussed the structure of the Board and Co-op, building on the information from the CBLD 101 training.

Rochelle shared a brief overview of the history of the Co-op.

Jade discussed the Co-op Empowerment Stream as presented by Bill Gessner in his article from Cooperative Grocer.

Jade discussed the Four Pillars of Governance- Strategic Governance, Democracy, Teaming, and Accountable Empowerment.

Jade provided an overview of the policy governance structure.

Directors shared thoughts and reflections about the Board's roles and evolution.

VIII. 7:53PM Break

Roz left the meeting.

IX. 8:10PM Progress Updates on Policy Monitoring B3: Asset Protection and B Global

Rochelle presented her progress update on out of compliance items from the November 2015 reviews of B3: Asset Protection and B Global Executive Restraint. Rochelle discussed the updates, and Directors asked questions.

ACTION: The B3: Asset Protection out of compliance issue will be monitored in March.

ACTION: The B Global Executive Restraint out of compliance issue will be monitored in February. Rochelle will have our attorney provide an update for the Board.

X. 8:00PM Policy Monitoring B7: Communication to the Board

Policy monitoring for B7 was tabled until the February meeting.

ACTION: Dorian will place policy monitoring of B7 on the February agenda.

XI. 8:28PM Board Committee Updates

Summary status of committee charters:

Austin Miller:

The Board reviewed the proposed Austin Miller committee charter. Lynn made a motion to accept the charter as presented. Andrea seconded. The Board discussed the proposed charter, the role of the committee, and made suggestions for revision.

ACTION: Christine, Eric, Andrea, Dorian, and Rochelle will meet to work on clarification about the role and structure for the Austin Miller committee and on a revision of the charter. Christine will send out a doodle poll to set up this meeting within the next month.

Board Elections: The 2016 Board Elections committee was formed. Roz, Alex, Dorian, and Steve will serve on the committee.

ACTION: The 2015 Election Committee will present a report at the February Board meeting to aid with the committee transition.

Austin Miller: The 2016 Austin Miller committee was formed. Eric, Christine, Andrea, and Rochelle will serve on the committee.

GM Contract: The GM Contract committee was discussed. The 2016 GM Contract committee was formed. Dorian, Alex, and Jade will serve on the committee.

Annual Meeting Committee: Andrea, Christine, Lynn, Natasha (Marketing Manager) and Rochelle will serve on the committee.

ACTION: The Annual Meeting committee will present a draft charter at the March meeting.

XII. 8:59PM Policy Monitoring C1-C4

ACTION: Dorian will place policy monitoring of C1-C4 on the February agenda.

XIII. 9:00PM Adjournment

Reflections on the meeting were shared. Jade made a motion to adjourn the meeting. Andrea seconded. The meeting was adjourned at 9:00PM.

Next Steps

NEW:

ACTION: Jade will do the February firestarter and serve as meeting timekeeper.

ACTION: The B3: Asset Protection out of compliance issue will be monitored in March.

ACTION: The B Global Executive Restraint out of compliance issue will be monitored in February. Rochelle will have our attorney provide an update for the Board.

ACTION: Dorian will place policy monitoring of B7 on the February agenda.

ACTION: Christine, Eric, Andrea, Dorian, and Rochelle will meet to work on clarification about the role and structure for the Austin Miller committee and on a revision of the charter. Christine will send out a doodle poll to set up this meeting within the next month.

ACTION: The Annual Meeting committee will present a draft charter at the March meeting.

ACTION: Dorian will place policy monitoring of C1-C4 on the February agenda.

ACTIVE:

ACTION: The 2015 Election Committee will present a report at the February Board meeting to aid with the committee transition.

PENDING:

ACTION: The 11/18/15 Executive Session Minutes will be reviewed at the next executive session.

Next Board Meeting: Wed. February 24, 2016, 6:30-9:00pm, River Valley Co-op

Upcoming Meetings:

Wednesday March 23, 2016

Wednesday April 27, 2016

Wednesday May 26, 2016