

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes
Wednesday November 15, 2017 6:30- 9:30PM
River Valley Co-op, Northampton

Board Members Present: President, Dorian Gregory, Vice-President Andrea Stanley, Clerk Alex Risley Schroeder, Lynn DiTullio, Jacquie Fraser, Steve Bruner, Eric Friedland-Kays, and General Manager Rochelle Prunty.

Others: HR Monica Nunez, Finance Duke Bouchard and Co-op Owner: Alex Allred #5029

Absent: Treasurer Jade Barker, Christine Dutton

Notetaker: Beth Skinner, Co-op Leadership Administrator

Presiding: President Dorian Gregory

Meeting convened @ 6:30 PM

I. 6:30- 6:32 PM Co-op Owner Comment Time

Dorian acknowledged and welcomed Alex Allred, the co-op owner in attendance, and asked if they had any comments for the Board. There were no comments.

Dorian reviewed meeting protocol: board meetings are held monthly so that the directors may fulfill their legal and fiduciary responsibilities to Northampton Community Cooperative Market. The meetings are open to all Co-op owners to attend and observe, however the directors will designate portions of the meeting as executive session in order to meet in private to discuss confidential personnel, real estate or other matters as deemed necessary.

The Board welcomes owners who are in attendance and we have time to hear one or two brief comments. If a response is necessary, we will either direct the concern to staff if it relates to operations at the store, or the Board will respond as quickly as possible following the meeting.

These monthly board meetings are but one of many opportunities for the Board to connect with owners of the co-op including the annual meeting, elections, and organized events for conversations with directors.

II. 6:32-6:38 PM Agenda Review and Approval of Minutes

Dorian presented an icebreaker – short explanation about who you are and what you do. Steve made a motion to approve the minutes and Lynn seconded the motion. The motion was approved unanimously with no abstentions.

III. 6:38- 6:55 PM Action Items

Directors reviewed the action items from the last meeting.

ACTION: Jade and Alex will work on job descriptions for Executive Committee Officers Process

ACTION: Board Nomination and Election Policy Process manual in legal review and will be presented at the November meeting. Done

ACTION: Date of Board Policy Manual needs to be changed to September 2017 on website Done

ACTION: Jacquie requested a year of monitoring reports from Beth to prepare. Done

ACTION: Board will draft response to co-op owner's written request for information – Done

ACTION: Board Nomination and Election Policy Process manual in legal review and will be presented at the November meeting. Done

IV: 6:40 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions: tabled until after the executive session.

V. 6:40 – 7:30 PM B2: Business Planning & Budgeting

B2 ensues that management will develop a business plan each year that keeps the Co-op on track with mission as stated in the ends policies. This is a preliminary ten-year plan that demonstrates how Co-op will achieve the desired progress toward financial goals and priorities. Rochelle reports compliance with the business planning and budgeting policy. Market study for second store site will be completed in January. Dorian made a motion to approve report and Steve seconded the motion. Board voted unanimously to accept internal report as a demonstration of acting within board-established boundaries of executive limitations with two abstentions. The Board expressed thanks to Rochelle and Duke for the detailed and diverse report.

7:00 Alex Allred left the meeting.

7:30 Monica Nunez left the meeting

VI. 7:30 – 7:45 PM D Global Board-Management Connection

Directors discussed the importance of the GM being their sole official connection to the operations of the Co-op.

Action: Survey Monkey template will have a separate line for Don't Know.

Action: Survey Monkey template will have will a line item asking if this policy should be reviewed in the future

VII. 7:45-8:05 Elections Committee

Directors reviewed the proposed Director Nomination and Election policy. Dorian made the motion to accept the proposed policy with revised changes and Lynn seconded the motion. The motion was approved unanimously with no abstentions.

Action: Director Nomination and Election Policy will be added to the Appendices of the Policy Manual-Beth

Break 8:05- 8:50 PM

VIII. 8:25 8:55 PM Communications Committee

Directors reviewed and discussed the proposed plan. "Journey" is the theme of the Annual Meeting. There will be a board table for chats with member-owners. Opportunity for member-owners to express interest in member loans. Lynn and Jacquie will write down member questions at the meeting. The committee will review owner surveys and meet quarterly in 2018. Jacquie is joining the committee.

Action: In response to suggestion that Board communicate support for undocumented immigrant farmworkers' and support CISA's recent editorial, it was agreed that additional education on the topic would be useful.

IX. 8:55 PM Capital Campaign Committee Charter postponed

Review draft charter and form committee

9:00 PM Dorian made a motion that the Board go into Executive Session and Steve seconded the motion. The motion was approved unanimously with no abstentions.

9:25 PM The Board left Executive Session and Dorian made a motion to accept resolution proposed by the General Manager in executive session as written, and Eric seconded the motion.

The motion was unanimously approved with no abstentions.

9:30 PM Adjourn

Dorian made a motion to adjourn and Lynn seconded the motion. The motion was unanimously approved with no abstentions.

ACTION: Jade and Alex will work on job descriptions for Executive Committee Officers - Process

Action: Survey Monkey template will have a separate line for Don't Know-Beth

Action: Survey Monkey template will have a line item asking if this policy should be reviewed in the future-Beth

Action: Director Nomination and Election Policy will be added to the Appendices of the Policy Manual-Beth

Action: In response to suggestion that Board communicate support for undocumented immigrant farmworkers' and support CISA's recent editorial, it was agreed that additional education on the topic would be useful.

PARKING LOT:

Dorian and Alex will review policies for needed updates

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

Next Board Meeting: December 13, 2017, 6:30-9:00 PM, River Valley Co-op

Director	Nov 17	Dec 17	Jan 18	Feb 18	Mar 18	Apr 18	May 18	Jun 18	Jul 18	Aug 18	Sep 18	Oct 18	Nov 18	Dec 18
Jade Barker	ABS													
Steve Bruner	X													
Lynn DiTullio	X													
Christine Dutton	ABS													
Eric Friedland-Kays	X													
Jacquie Fraser	X													
Dorian Gregory	X													
Alex Risley Schroeder	X													
Andrea Stanley	X													

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