

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes In Person and on Zoom video-conference
Dec. 20, 2023 6:30- 9:12 PM

Board Members Present: President Abby Getman Skillicorn, Vice-President Alex Risley Schroeder, Clerk Barra Cohen, Treasurer Elizabeth Appelquist, Gary Schaefer, Wendy Messerli, Angela D'Souza, Angus Brewer, Sarah Abigail Axe, Emma Hempstead Woebbe

Absent: None

Co-op Management Present: General Manager Rochelle Prunty, Director of Marketing Natasha Latour, CFO Duke Bouchard

Zoom: CFO Duke Bouchard

Facilitator: Jade Barker

Zoom Host: Executive Assistant Debbie Marshall

Notetaker: Co-op Leadership Administrator Beth Skinner

Presiding: President Abby Getman Skillicorn

Meeting convened @ 6:30 PM

I. 6:30-6:35 PM Member Comments

- Canopy system for solar system will be started up tomorrow and a future celebration is planned.

II. 6:35-6:55 PM Agenda Review and Approve Minutes

- Elizabeth will do the ice-breaker for the January meeting.
- All Directors affirmed they read the packet and are prepared and ready to participate.
- Angus moved and Elizabeth seconded a motion to approve the November 2023 minutes with corrections. The motion passed unanimously with one abstention.

Action Items

- Alex will edit and review final Easthampton roundabout proposal **In Process**
- Check in with elected directors about first board meeting Abby **Done**
- Updating pronouns in C6 Beth **Done**
- Revisit language of C5 and C9 Monitoring Report and check other monitoring reports Beth **Done**
- Share Our Co-op's History Timeline Presentation Rochelle **In Process**

- Going forward with the board about DEI Abby **Done**
- Need tools of support contact Abby or Elizabeth **In Process**
- Send out CCMA slides and comments Abby **In Process**

III. 6:55- 7:00 PM River Valley Market LLC and RVC Properties LLC Board Resolutions None

7:00 PM Duke joined the meeting

IV. 7:00- 7:15 PM Debrief Annual Meeting

- Great panel
- Not well attended maybe have a different time or day
- Nice space for kids
- Needed to announce refreshments
- Should owners pay \$5.00 for a meal?
- Week after Thanksgiving is not great timing
- Meeting flowed well
- Better use of timekeeper
- Presenters need to be aware of time
- Minutes could be available sooner
- Should owners have more opportunity to participate?
- Could the annual meeting be in January or June?

V. 7:15-7:45 PM Review of past Owner Loan Campaign

- Grow your campaign –party, music, chats, have fun, all about community
- In the past every owner got a mailing
- Wonderful graphics
- Connecting with owners who wish to contribute
- If you can't make a loan just keep shopping
- Loans receive interest
- Campaign is about three months
- Directors are encouraged to invest
- Form a Capital Campaign committee
- Directors not on committee still make phone calls and do tabling
- More electronic communication (sign electronically) and added software
- More text messaging and email communication

7:55 PM Duke left the meeting

7:55-8:05 PM Break

8: 08 PM Angus left the meeting

VI. 8:08-8:23 PM B: Global Executive Constraint

Gary made a motion and Abby seconded to accept internal report as a demonstration of acting within board-established boundaries of executive limitations.

The motion passed unanimously with no abstentions.

- The General Manager shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative

VII. 8:23 -8:25 PM D: Global Board-Management Connection

- Excellent communication with the GM

VIII. 8:25-8:40 PM Board Calendar for 2024

- More owner engagement events
- Change timing of Board Retreat
- GM preparation in September, evaluation in October and compensation in November

IX. 8:40-8:55 PM Board Orientation & Development

- Board Orientation January 17 with consultant Michael Healy with dinner at 6:00 at the coop office.
- Virtual CBL 101 Required for new directors. A half-day training Jan. 20 for newly elected directors exploring cooperative governance, financial condition of the co-op, roles and responsibilities, and co-op principles and values.
- Financial Training for Directors (four-part series) this series helps new and experienced directors build knowledge and confidence in monitoring financial health as part of their oversight role. Topics include financial statements and key indicators, budgeting and planning process, evaluating monitoring reports, and developing the ability to spot issues and raise critical questions.
- February 1, 2024 at 7:30pm – 8:45pm ET
- February 8, 2024 at 7:30pm – 8:45pm ET
- February 15, 2024 at 7:30pm – 8:45pm ET

- February 22, 2024 at 7:30pm – 8:45pm ET
- March 27, 2024 at 7:30pm – 8:45pm ET
- All About Financial Statement Audits: What, When, Where, How, and What Else?
- Audits are a common, and commonly misunderstood, tool used by co-ops and other organizations for financial oversight. Audits are also a major investment of money and time and don't always accomplish the intended goals of the organization. In this session, we will explore what an audit is and is not, the range of other options available for external financial monitoring, and when each might be appropriate. We will also cover the specific roles and responsibilities of the board, management, and the accountant in the process.

Appreciations

- Angela for chairing the election committee
- Jade for her slides on the member loan campaigns
- Abby for her contribution to the board calendar
- Thank you to Gary and Barbara for their service
- Farewell to Alex with much appreciation for her service
- Wendy's great ice-breaker

Next Steps/Action Items Actions that will be resolved in the future or specific dates for upcoming meetings/events

- Share Our Co-op's History Timeline Presentation **Rochelle**
- Going forward with the board about DEI **Abby**
- Need tools of support contact **Abby or Elizabeth**
- Send out CCMA slides and comments **Abby**
- E-Mail new board calendar **Beth**

9:00 PM Elizabeth moved and Gary seconded a motion to adjourn the meeting. The motion passed unanimously with no abstentions.

9:12 PM Meeting Adjourned

REMINDERS:

- Packets need to be completed by Thursday at 5:00 PM week before board meeting or the agenda will be changed.
- Columiate has resources for DEI and a series of webinars on financial training.

Next Executive Meeting will be Jan. 10, 2024

Next Board Meeting will be Jan. 24, 6:30-9:00 PM

PARKING LOT is now in google drive “Working Documents”

Parking Lot items are reflected in board annual retreat and available for executive committee review.

Director	Jan 23	Fe 23	Ma 23	Ap 23	Ma 23	Ju 23	Jul 23	Au 23	Sep 23	Oc 23	No 23	Dec 23
Angus Brewer	X	X	X	X	X	X	X	X	X	X	X	X
Alex Risley Schroeder	abs	X	X	X	X	X	X	abs	X	X	X	X
Gary Schaefer	abs	abs	X	X	X	X	X	X	abs	X	X	X
Abby Getman Skillicorn	X	X	X	X	X	X	X	X	X	X	X	X
Wendy Messerli	X	X	X	X	X	X	X	X	X	X	X	X
Sarah Axe	X	abs	X	X	X	ab	X	X	X	abs	X	X
Angela D’Souza	X	X	X	X	X	ab	ab	X	X	abs	X	X
Elizabeth Appelquist	X	X	X	X	X	X	ab	X	X	X	X	X
Barra Cohen	X	X	X	X	X	X	X	abs	X	X	abs	X

