

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

Thursday March 14th 2014, 6:30-8:56PM  
River Valley Market, Northampton

**Board Members Present:** Vice-President/Treasurer Jade Barker, Secretary Lynn DiTullio, President Dorian Gregory, Marci Linker, Jeff Napolitano, Max Saito, and Rochelle Prunty (General Manager).

**Absent:** Christine Dutton, Roz Malkin, and Andrea Stanley.

**Others Present:** Tom Bradbury (Operations Manager), Michelle Driscoll (Board Administrative Assistant), and Monica Nunez, (Human Resources Manager).

**Presiding:** Dorian Gregory, President

**Notetaker:** Michelle Driscoll

## **Meeting convened @ 6:30PM**

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

There were no member-owner comments.

### **II. 6:34PM Check-In**

Lynn led the Board in an ice-breaker.

### **III. 6:36PM Agenda Review**

The agenda was reviewed.

### **IV. 6:37PM Review and Approval of Minutes**

Review of 2/20/14 Meeting Minutes: Marci moved to accept the minutes. Dorian seconded. The minutes were approved by a vote of three with three abstentions.

### **V. 6:38PM River Valley Market LLC operations board resolutions**

Rochelle introduced a loan proposal from LEAF (Local Enterprise Assistance Fund) that the Executive committee had approved between meeting. Dorian moved that the Board affirm the executive committee's authority to act between meetings, and to approve the loan from LEAF. Rochelle explained some of the history of our loans with LEAF. Jeff seconded. The proposal was unanimously approved.

### **VI. 6:42PM Member Loan Campaign**

The Board discussed the status of the member loan campaign. The Board shared a go around regarding their initial belief in and reaction to the results of the member-loan campaign. A debrief will be held at a future time to discuss the campaign. Congratulations were expressed for the Board, the staff, and the member-owners on the success of the campaign, and particularly for Rochelle's and Valerie's work on the campaign. Rochelle expressed her appreciation for the Marketing staff and Monica's contributions to the process. Plans to present information about the campaign were discussed.

### **VII. 6:55PM Policy Monitoring B1: Financial Condition**

Rochelle shared her monitoring report for Policy B1: Financial Condition. Dorian made a motion to accept the report as a demonstration of acting within board-established boundaries. Marci seconded. The Board asked questions, and Rochelle responded. Rochelle discussed the inventory numbers and margin, and Rochelle and Monica

explained the inventory audit process. Rochelle answered questions about net income reporting, personnel finances and plans, the future of the member loan program, member financing, and the proforma process. The motion was approved unanimously.

#### **VIII. 7:16PM Policy Monitoring B6: Staff Treatment & Compensation**

Rochelle shared her monitoring report for Policy B6: Staff Treatment and Compensation. Dorian made a motion to accept the report as a demonstration of acting within board-established boundaries. Lynn seconded. Rochelle shared a summary of the report, including reviewing the recent CDS Consulting Policy Compliance Report. The Board asked questions, and Rochelle responded. Topics discussed included the survey process, safety and store environment reflections, and survey questions with high standard deviations. Appreciations for Monica and Michelle's work on the survey process were expressed. The motion was approved unanimously.

#### **IX. 7:55PM Policy Monitoring D3: Delegation to the GM**

The Board reviewed policy D3: Delegation to the GM. The Board discussed their responses to the self-assessment survey and reviewed the policy, including the role of Board delegation and responsibility in policy governance.

#### **X. 7:39 PM Break**

Monica left the meeting.

#### **XI. 8:15PM Participation on the Board Election and Development Committee**

Dorian made a proposal requiring directors who are running for re-election to recuse themselves from participation on the Board Election and Development Committee to avoid the appearance of a conflict of interest. The proposal was discussed, including the possibility of having two committees, one focused on elections and one focused on development. The conversation will be continued to the April meeting.

#### **XII. 8:28PM Newsletter (Member Engagement)**

Board members discussed plans for newsletter articles for the upcoming member-owner newsletter. The deadline for submission to the current newsletter is Friday March 14<sup>th</sup>. Jade will be writing about the member loan campaign and investment. Lynn will work on an article for the next quarterly edition. A potential future article about growth was discussed. Plans for the upcoming retreat were also discussed, including who to invite to attend.

#### **XIII. 8:44PM World Café and CCMA**

The upcoming World Café event in Keene, NH on March 15 was discussed, including plans for carpooling.

The upcoming June CCMA conference was discussed. Lynn, Marci, and Jade expressed interest in attending.

ACTION: Rochelle will check in with Monica re: hotel rooms fro CCMA.

#### **XIII. 8:50PM Adjournment**

An evaluation of the meeting was shared. Dorian made a motion to adjourn the meeting. Jade seconded. The meeting was adjourned at 8:56PM.

Next Board Meeting: Thursday April 10, 2014 6:30-9:00pm, River Valley Market