

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

Thursday September 23rd 2015, 6:30-9:12PM  
River Valley Market, Northampton

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

**Absent:** Jeff Napolitano

**Others Present:** Steve Bruner (Member-Owner), Suzette Snow Cobb (NFCA), Marty Espinola (Member-Owner), and Michelle Driscoll, Board Administrative Assistant

**Presiding:** President Dorian Gregory

**Notetaker:** Michelle Driscoll

## Meeting convened @ 6:30PM

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

Board members and guests introduced themselves.

### II. 6:32PM Agenda Review

The agenda was reviewed.

### III. 6:34PM Firestarter

Roz shared an firestarter. Roz asked the Board to imagine it is 2020 and we have opened our second successful store, and asked board members to answer the questions: What do you feel most proud of about our growth, and what did you feel most challenged by or what would you do differently as you think about the next expansion?

ACTION: Dorian will do the October firestarter.

### IV. 6:50PM NFCA Presentation

Suzette Snow Cobb of The Neighboring Food Co-op Association shared a presentation on NFCA's work, and asked questions of the Board. The pilot frozen vegetable and fruit program and cooperative education opportunities were discussed.

October 24 is the fall NFCA gathering. NFCA is one of the sponsors of the CCMA conference in Amherst in 2016, along with Franklin Community Co-op and River Valley Co-op.

Suzette left the meeting at 7:08PM.

### V. 7:08PM Review and Approval of Minutes

Review of 8/13/15 Meeting Minutes: Lynn moved to accept the minutes. Andrea seconded. The minutes were approved unanimously.

Review of 8/13/15 Executive Session Minutes: Dorian moved to accept the minutes. Roz seconded. The minutes were approved with a vote of six in the affirmative with two abstentions.

### VI. 7:10PM Action Item Review

Action items from the previous meeting were reviewed.

### VII. 7:11PM River Valley Market LLC operations board resolutions and RVC

### **Properties LLC board resolutions**

Rochelle presented a resolution that the board of directors authorize and direct River Valley Market, LLC to operate under the business and trade name of River Valley Co-op; to authorize and direct the General Manager to prepare a Business Certificate in accordance with M.G.L. c. 110 sec. 5, and to file said Certificate with the Northampton City Clerk, and to authorize and direct the General Manager to prepare and execute such other documents and instruments as may be necessary or convenient to carry out this Resolution. Dorian made a motion to accept this resolution as proposed, and Lynn seconded. The resolution was unanimously approved.

Rochelle presented a resolution that River Valley Co-op support the East Aurora Cooperative Market start-up with a loan of \$10,000.00. This co-op is a new associate member of NCG and is working with the Development Co-op and CDS Consulting on their project and this request for support came with recommendations from Bill Gessner of CDS and Dave Blackburn from NCG Development Co-op. Supporting documents were reviewed. Dorian made a motion to accept this resolution as proposed, and Lynn seconded. The Board asked questions, and Rochelle responded. The resolution was unanimously approved.

### **VIII. 7:24PM CDS Consultants**

The Board discussed continuing CDS consulting services. Dorian proposed that we accept their contract for services for the new year, and Christine seconded. Jade abstained. The Board approved the proposal by a vote of seven in the affirmative.

### **IX. 7:28PM Board Committee Updates**

Dorian gave an overview of the committee update process.

Dorian reviewed the Bylaw, Board Policies, and Articles of Incorporation Review committee update. The Board discussed the update, and the policy and bylaw review process.

Jade gave an Owner Financing Options committee update.

**ACTION:** Jade and Lynn will bring a revised charter for the Owner Financing Options committee to the November meeting.

Andrea and Christine will be on the Annual Meeting committee for the Thursday December 3<sup>rd</sup> Annual Meeting.

Dorian reviewed the Board Elections committee update.

Steve and Marty left the meeting at 7:40PM.

Dorian made a proposal that the six candidates recommended by the committee be approved as the 2015 slate of candidates. Christine seconded. The Board discussed the process of the candidate selection. Max and Roz abstained. The proposal was approved by a vote of six in the affirmative.

### **X. 7:48PM Break**

### **XI. 8:00PM Multi-year Calendar**

Marty returned to the meeting at 8:00PM.

The Board reviewed the multi-year calendar and proposed updates. Board education

ideas were discussed. Dorian will work on Board education development, and Alex will also do some development research.

**ACTION:** Dorian and Alex will form a Board education committee and come up with charter.

**ACTION:** Dorian and Lynn will write their Officer's articles, and Roz, Christine, and Max will work on contributions to the Annual Report to be emailed to Marketing Manager Natasha for Monday September 28.

**XII. 8:28PM Policy Monitoring B2: Business Planning and Budgeting- Review**

Dorian discussed the process of policy monitoring using the "Decision Tree for Acting On Internal Monitoring Reports from the General Manager."

Rochelle presented her monitoring report for B2: Business Planning and Budgeting, including the FY16 Business Plan. Dorian made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations. Max seconded. The motion was unanimously approved.

**XIII. 8:36PM Policy Monitoring B2: Business Planning and Budgeting- Discussion**

The Board discussed the B2: Business Planning and Budgeting report. The Board asked questions, and Rochelle responded.

**XIV. 8:55PM Policy Monitoring B1: Financial Condition and Analysis- Review**

Rochelle presented her monitoring report for B1: Financial Condition and Analysis. Dorian made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations. Max seconded. The motion was unanimously approved.

**XV. 8:57PM Policy Monitoring B1: Financial Condition and Analysis- Discussion**

The Board discussed the B1: Financial Condition and Analysis report. The Board asked questions, and Rochelle responded.

Christine left the meeting at 9:03PM.

**XVI. 9:06PM Board Policy Monitoring C5: Directors Code of Conduct**

Andrea led a review of policy C5: Directors Code of Conduct. The Board discussed the policy and their responses to the self-assessment survey.

**XVII. 9:09PM Next Steps**

Michelle reviewed the action items from the meeting for the Board.

**ACTION:** Dorian will do the October firestarter.

**ACTION:** Materials on Board compensation should be forwarded to Dorian for the October packet.

**ACTION:** Jade and Lynn will bring a revised charter for the Owner Financing Options committee to the November meeting.

**ACTION:** Dorian and Alex will form a Board education committee and come up with charter.

**ACTION:** Dorian and Lynn will write their Officer's articles, and Roz, Christine, and Max

will work on contributions to the Annual Report to be emailed to Marketing Manager Natasha for Monday September 28.

**XVIII. 9:12PM Adjournment**

Reflections on the meeting were shared. Dorian made a motion to adjourn the meeting. Alex seconded. The meeting was adjourned at 9:12PM.

**Next Board Meeting: Wed. October 28, 2015 6:30-9:00pm, River Valley Market**

**Upcoming Meetings:**

Wednesday November 18, 2015 (3<sup>rd</sup> Wed due to Thanksgiving)

Wednesday December 23, 2015

Wednesday January 27, 2016