

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

**Wednesday October 26, 2016, 6:30- 9:41PM  
River Valley Co-op, Northampton**

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

**Others:** Duke Bouchard, Finance Manager; Board Candidates Katie Gartner and Marilyn Castriotta

**Presiding:** President Dorian Gregory

**Note taker:** Beth Skinner

**Meeting convened @ 6:30 PM**

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

Candidates for the Board, Katie Gartner and Marilyn Castriotta, introduced themselves.

**II. 6:35 PM Agenda Review and Ice-Breaker**

Duke led the ice-breaker.

The agenda was reviewed and accepted.

**III. 6:35 PM Review and Approval of Minutes**

Review of September 28, 2016 Meeting Minutes: Lynn moved to accept the minutes. Steve seconded. The minutes were approved by a unanimous vote in the affirmative with Christine and Alex abstaining.

**IV. 6:45 PM Action Items**

Beth reviewed the action items from last meeting.

**ACTION:** Dorian will put an item on the Nov. agenda to form a committee to work on the new Board member orientation process.

**ACTION:** The B3: Asset Protection issue will be reported on in October. Will be updated in Nov.

**ACTION:** An update on the B Global Executive Restraint issue resolution will be shared in October. Done

**ACTION:** RVC Financing History with Jade and Lynn will be reported on in October. Done

**ACTION:** Policy Monitoring C5: Directors Code will be reported on in October. Done

**V. 6:50 PM River Valley Market LLC operations board resolutions and RVC**

## **Properties LLC board resolutions: None**

**VI. 6:55 PM B2: Business Planning and Budgeting Monitoring Report** will be reviewed at the Nov. Meeting.

Rochelle passed out a preliminary summary of the business plan including key priorities and strategies for the year, operating budget summaries, cash flow projections, and the capital budget. Internal strengthening is the theme for this year to prepare for opening a second store with a focus on staff development. A staffing structure plan for two stores is in the process of development. The store manager hiring process is underway and we've added an assistant manager position for the front end. Rochelle also noted that we will need to plan this year for launching a co-op owner loan campaign next fall.

Jade expressed gratitude for the detailed and diverse report.

## **VII 7:14 PM. BI Financial Condition and Analysis Monitoring Report**

Rochelle presented the internal financial monitoring report for quarter ending June 30, 2016 which included data to demonstrate how the financial performance measured up to policies and standards set by the Board of Directors and compared to peers in our industry.

Roz made a motion to accept the monitoring report as in compliance with Board stated policies and Christine seconded it. Vote to accept the report as in compliance was unanimous.

## **VIII 7:25 PM Committee Updates**

### **Election**

Simply Voting for upcoming election is in place and the test ballot worked well. Co-op owners received their ballots in the mail this week. The candidates statements are included on the Simply Voting electronic ballot, the website, and in the Annual Report which will be mailed by the end of the week.

### **Annual Meeting and Celebration Dinner**

The 2016 Annual Meeting will be at Hadley Farms Meeting House which can hold 300 people. There was a request for attention to improvements in speed and length of buffet food lines. Directors agreed to work to specifically invite co-op owners they know to come with them to the meeting. Mi Tierra will be catering the dinner this year. Proceeds from the dinner tickets will be donated to Nolumbeka Project with the mission of preserving Native American heritage in Western Mass. We discussed ways to engage co-op owners with the Board by having a table at the meeting where Board Members can take questions and comments.

### **RVC Financing History (Jade and Lynn) 7:45**

Review of the history of co-op owner loans was presented and discussed. The next discussion will be launched in January and with goal of decision in February. We hope we will have announced the new store location by the end of 2016.

### **8:00 8:15 PM Break**

### **IX 8:15 PM C5 Director Code of Conduct**

Andrea led the discussion. The results showed strong consensus that the Board is acting in

good faith, with ethical standards, sense of trust, and without conflict of interest.

### **X 8:20 C6 Officers Roles**

Lynn mentioned appreciation for Dorian in her role as the Board President. In December the slate of Board officers will be presented by the Board president for approval by the Board of Directors.

### **XI. 8:25 PM Executive Session**

The Board went into executive session to discuss personnel and real estate matters. The Board came out of executive session at 9:10 PM.

### **Next Steps**

#### **NEW:**

ACTION: Eric will do the November 28<sup>th</sup> meeting ice-breaker and serve as the timekeeper. Christine will do the December ice-breaker.

ACTION: B2 Business Planning and Budgeting monitoring report will be reviewed at the November meeting.

ACTION: Dorian will put an item on the November agenda to form a committee to work on the new Board Member orientation process.

ACTION: The B3: Asset Protection issue will be updated in November.

### **XII. 9:41 PM Adjourn Meeting**

Dorian made a motion to adjourn the meeting. Alex seconded. The meeting was adjourned at 9:41 PM.

### **PARKING LOT:**

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

The Board committee working on new Board member orientation will develop a summary or graphic tool to summarize Board policies.

**Next Board Meeting: Monday November 28, 2016, 6:30-9:00 PM, River Valley Co-op**