

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

**Thursday October 28, 2015, 6:30-9:07PM
River Valley Co-op, Northampton**

Board Members Present: Treasurer Lynn DiTullio, Eric Friedland-Kays, President Dorian Gregory, Roz Malkin, Alex Risley Schroeder, Clerk Andrea Stanley, and Rochelle Prunty (General Manager)

Absent: Vice-President Jade Barker and Christine Dutton

Others Present: Valerie Dahl, Finance Manager; Monica Nunez, Human Resources Manager; 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

Alex shared some member comments.

II. 6:33PM Director Changes

The Board noted the resignations of Jeff Napolitano and Max Saito.

Dorian made a motion that Eric Friedland-Kays be appointed as interim Director, and Roz seconded. The motion was unanimously approved. The Board welcomed Eric as a Director.

III. 6:35PM Agenda Review

The agenda was reviewed.

IV. 6:36PM Firestarter

Dorian shared an firestarter, asking participants to finish the sentences, "When I was in high school..." or "When I was in high school, you would have most likely found me..."

ACTION: Lynn will do the November firestarter.

V. 6:46PM Review and Approval of Minutes

Review of 9/23/15 Meeting Minutes: Dorian moved to accept the minutes. Lynn seconded. The minutes were approved by a vote of five in the affirmative and one abstention.

VI. 6:48PM Action Item Review

Action items from the previous meeting were reviewed.

VII. 6:49PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions

Rochelle presented information regarding the Co-op's membership agreement with the National Co-op Grocers (NCG). Rochelle shared the history of NCG's formation, and explained their support and programming. The Board asked questions and Rochelle responded. Dorian moved to authorize Rochelle to accept the membership agreement, and Lynn seconded. The motion was accepted unanimously.

VIII. 7:10PM Financial Statement Audit

Valerie Dahl joined the meeting.

Kyle Schaaf from Wegner CPAs reviewed the results of the financial statement audit. The Board asked questions and Kyle responded.

Management's recommendation was for the Board to accept the auditors' recommended patronage refund. Dorian made a motion to accept the auditors' recommended patronage refund, and Lynn seconded. The Board discussed the proposal and the patronage refund and retained patronage process. The motion was accepted unanimously.

Lynn made a motion to accept the results of the financial statement audit, as presented by the external audit firm, and Alex seconded. The motion was accepted unanimously.

Rochelle expressed her appreciation for Valerie's work as Finance Manager.

IX. 7:53PM Break

Valerie left the meeting.

X. 8:04PM Policy Monitoring A: Ends

Rochelle presented her monitoring report for A: Ends. Roz made a motion to accept the report as a demonstration of acting within board-established boundaries of executive limitations. Andrea seconded. The Board reviewed the report and discussed the review process. Potential areas for exploration of the "just" part of the Ends policy were discussed. The motion was unanimously approved.

XI. 8:21PM Policy Monitoring A Ends.

The Board discussed the A: Ends report. The Board asked questions, and Rochelle responded. Dorian suggested that discussing the mission would be a good topic for the Board retreat.

XII. 8:32PM Board Committee Updates

Alex gave an Elections Committee update on the ongoing elections. The committee will reflect on the process and potential improvements, and will look at new Director orientation. Plans for vote tallying were discussed.

Roz discussed the findings of the Board Compensation Committee, and the Board discussed the materials. Board compensation will be put in the parking lot, while the underlying interest in increasing Board diversity will be considered for inclusion at the 2016 Board retreat.

Andrea gave an update from the Annual Meeting Committee. Proposed ideas for the Annual Meeting were discussed.

ACTION: The Annual Meeting Committee will bring proposals for the Q&A session to the November meeting.

XIII. 9:00PM Board Policy Monitoring C6: Role of Officers

Andrea led a review of policy C6: Role of Officers. The Board discussed the policy and their responses to the self-assessment survey.

XIV. 9:04PM Next Steps

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

ACTION: Lynn will do the November firestarter.

ACTION: The Annual Meeting Committee will bring proposals for the Q&A session to the November meeting.

XV. 9:07PM Adjournment

Reflections on the meeting were shared. Dorian made a motion to adjourn the meeting. Alex seconded. The meeting was adjourned at 9:07PM.

Next Board Meeting: Wed. November 18, 2015 (3rd Wednesday due to Thanksgiving) 6:30-9:00pm, River Valley Co-op

Upcoming Meetings:

Wednesday December 23, 2015

Wednesday January 27, 2016

Wednesday February 24, 2016