

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

Thursday January 8th 2014, 6:30-9:04PM
River Valley Market, Northampton

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

Absent: Jeff Napolitano.

Others Present: 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 Member-Owner Comment Time

There were no member-owner comments.

II. 6:32PM Icebreaker

Andrea shared an icebreaker asking people to reflect on what they'd like to see in 2015.

III. 6:45PM Review and Approval of Minutes, and Agenda Review

Review of 12/11/14 Meeting Minutes: Jade moved to accept the minutes. Roz seconded. The minutes were approved by a vote of 6 in the affirmative with two abstentions.

Review of 12/11/14 Executive Session Minutes: Christine moved to accept the minutes. Andrea seconded. The minutes were approved by a vote of 6 in the affirmative with two abstentions.

The agenda was reviewed.

IV. 6:47PM Business Update

Rochelle shared her monthly business update with the Board, including a review of December sales, connections within the community for potential projects, and facilities issues.

V. 6:55PM Board Development and Leadership Training

The Board reviewed current CBLD courses and schedules including CBLD 101, Leadership Training, and Cooperative Café. Directors shared their experiences with past trainings. The potential of renting a van to have people attend the Cooperative Cafe on March 7 in Keene, NH was discussed.

ACTION: Directors will suggest 3-5 Co-op opinion leaders to approach about attending the Cafe, and will send their nominees to Dorian by Sunday January 11.

The Consumer Cooperative Management Association (CCMA) conference is June 11-13 in Boise, ID.

The retreat will be scheduled by a Doodle poll.

ACTION: Dorian will work with Michelle to create a Doodle poll with potential retreat dates after consulting Michael for his availability.

VI. 7:15PM River Valley Market LLC operations board resolutions

There were no River Valley Market LLC operations board resolutions.

VII. 7:16PM Policy Monitoring B: Global Executive Constraint

Rochelle presented her monitoring report for B: Global Executive Constraint. Lynn made a motion to accept the report as a demonstration of acting within board-established boundaries. Max seconded. Highlights of the report were discussed. The motion was unanimously approved.

VIII. 7:23PM Policy Monitoring B5: Treatment of Consumers

Rochelle presented her monitoring report for B5: Treatment of Consumers. Max made a motion to accept the report as a demonstration of acting within board-established boundaries. Andrea seconded. Board members asked questions, and Rochelle responded. Highlights of the report were discussed, including reflecting on the last member survey, plans for an upcoming survey, and responsiveness to member concerns. The motion was unanimously approved.

IX. 7:36PM Policy Monitoring B7: Communication to the Board

Rochelle presented her monitoring report for B7: Communication to the Board. Roz made a motion to accept the report as a demonstration of acting within board-established boundaries. Lynn seconded. The process of policy review, and the Board's responsibilities in the process, were discussed. The motion was approved by a vote of 7 in the affirmative and one abstention.

X. 7:46PM Board Policy Monitoring C1: Governing Style, C2: The Board's Job, C3: Agenda Planning, and C4: Board Meetings

Dorian led a review of policies C1: Governing Style, C2: The Board's Job, C3: Agenda Planning, and C4: Board Meetings. The Board discussed the policies and their responses to the self-assessment surveys. Ideas about encouraging diversity of viewpoint, focusing on strategic thinking, and about encouraging member engagement were discussed.

XI. 7:55PM Board Committees for 2015

Dorian led a discussion on Board committees. The Austin Miller Committee will be led by Christine, and Andrea will also be involved. The remainder of the committees will be discussed next month.

XII. 8:10PM Board's 2015 Calendar

Discussion of the calendar was tabled until the February meeting.

XIII. 8:10PM Break

XIV. 8:25PM Executive Session

Dorian made a motion to go into executive session to discuss expansion and member engagement with the Board, Rochelle, Monica, and Michelle present. Jade seconded. The Board entered executive session at 8:26PM

The Board came out of executive session at 8:59PM.

Dorian made a motion to accept Rochelle's proposal that the Board authorize and

approve the formation of a new limited liability company, to be known as RVC Properties, LLC or such other name as the General Manager may deem to be in the best interest of the corporation, for the purpose of acquiring the real and/or personal property to meet the future needs of the corporation; and that the corporation authorize the General Manager to execute any and all documents necessary to accomplish the formation of the limited liability company as authorized in the preceding vote, including but not limited to articles of organization to be filed with the Secretary of the Commonwealth. Lynn seconded this motion. The motion was accepted unanimously.

XV. 9:00PM Calendar discussion

The April Board meeting will be held on April 16th, 2014.

XVI. 9:04PM Adjournment

The meeting was reviewed. Alex made a motion to adjourn the meeting. Andrea seconded. The meeting was adjourned at 9:04PM.

Next Board Meeting: Thursday February 12, 2014 6:30-9:00pm, River Valley Market