

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

Wednesday February 24, 2016, 6:30-9:00PM  
River Valley Co-op, Northampton

**Board Members Present:** Clerk Jade Barker, Steve Bruner, Treasurer Lynn DiTullio, President Dorian Gregory, Alex Risley Schroeder, Vice-President Andrea Stanley, and Rochelle Prunty (General Manager), Roz Malkin (via phone)

**Absent:** Christine Dutton, Eric Friedland-Kays

**Others:** Monica Nunez, HR Manager; Duke Bouchard, Finance Manager

**Presiding:** President Dorian Gregory

**Notetaker:** Monica Nunez

## **Meeting convened @ 6:32PM**

### **I. 6:32PM Member-Owner Comment Time**

There were no member-owner comments.

### **II. 6:33PM Agenda Review**

The revised agenda was reviewed and approved.

ACTION: Jade will do the March firestarter and serve as meeting timekeeper.

### **III. 6:34PM Icebreaker**

Dorian shared an icebreaker. Dorian asked Directors to reflect on decision-making and individual risk tolerance – from “risk averse” to “adrenaline junkie”.

### **IV. 6:48PM Review and Approval of Minutes**

Review of 27Jan2016 Meeting Minutes: Steve moved to accept the minutes. Lynn seconded. Revisions were discussed. The minutes were approved as amended by a vote of seven in the affirmative and no abstention.

### **V. 6:48PM Action Items**

Jade reviewed the action items from last meeting.

#### **PENDING:**

ACTION: The B3: Asset Protection issue will be monitored again in March

ACTION: The B Global Executive Restraint issue will be monitored again in February. Rochelle will have our attorney provide an update for the Board. NOT DONE, move to March.

ACTION: The 11/18/15 Executive Session Minutes will be reviewed at the next executive session. NOT DONE, move to March.

ACTION: The 2016 Election Committee will present a report at the March Board meeting.

### **VI. 6:51PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions**

There were no resolutions.

## **VII. 6:51PM Committee Updates**

Summary status of committee charters:

Austin Miller:

The Board reviewed the updated proposed Austin Miller committee charter. Dorian made a motion to accept the updated charter as presented. Alex seconded. The Board discussed the timeline on the charter. Vote was seven for approval with no abstentions.

**ACTION:** The outgoing Board Elections committee will provide a 2015 committee update at the March meeting to aid with the committee transition.

Annual Meeting :

The Annual Meeting committee draft charter was reviewed. Lynn made a motion to accept the charter. Dorian seconded. The Board discussed the charter and made revisions to the timeline. The charter was accepted as revised by a vote of seven with no abstentions.

**ACTION:** Lynn will call a meeting of the committee to start the conversation about the increased interest in attending, venue, and time (calendar time).

## **VIII. 7:05PM The Big Vision**

Rochelle presented a draft overview of the 25 Year Development Path and covered highlights of the two market studies. The Board asked questions.

## **IX. 7:32PM Expansion Education**

The proposed calendar for Board Education Curriculum was reviewed. The Board discussed the calendar and contents.

**ACTION:** Dorian and Rochelle will schedule a few of these presentations before the next Board meeting.

## **BREAK 7:48PM**

## **X. 8:03PM Board Retreat**

“Readiness for Expansion” as a theme.

Dates discussion, and field trip to Onion River/City Market discussion.

**ACTION:** Dorian will talk with Michael about other dates for the Board retreat.

## **XI. 8:19PM Policy Monitoring B7: Communication to the Board**

The internal report on Policy B7 was discussed.

Andrea made a motion to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations. Alex seconded. The Board asked clarifying questions. Report was accepted by a vote of seven with no abstentions.

## **XII. 8:25PM Policy Monitoring D2: Accountability of the GM**

The policy was reviewed and the results of the self-assessment survey were discussed.

## **XIII. 8:27PM Policy Monitoring C1-C4**

The Board discussed their policy monitoring reports for policies C1: Governing Style, C2: The Board's Job, C3: Agenda Planning, and Policy C4: Board Meetings and the results

of its self-assessment survey. Further discussion on the effectiveness of and satisfaction with the self-assessment survey.

#### **XIV. 8:43PM Next Steps**

##### **NEW:**

ACTION: Jade will do the March firestarter and serve as meeting timekeeper.

ACTION: The B3: Asset Protection issue will be monitored again in March

ACTION: The B Global Executive Restraint issue will be monitored again in March. Rochelle will have our attorney provide an update for the Board.

ACTION: The 11/18/15 Executive Session Minutes will be reviewed at the next executive session.

ACTION: The 2016 Election Committee will present a report at the March Board meeting.

ACTION: Lynn will call a meeting of the Annual Meeting committee to start the conversation about the increased interest in attending, venue, and time (calendar time).

ACTION: Dorian and Rochelle will schedule a few of the Board Curriculum presentations before the next Board meeting.

ACTION: Dorian will talk with Michael about other dates for the Board retreat.

ACTION: Anyone who hasn't registered for Keene Co-op Cafe please do so.

ACTION: Rochelle to send out CCMA registration information.

#### **XV. 8:47PM Adjournment**

Reflections on the meeting were shared. Dorian made a motion to adjourn the meeting. Andrea seconded. The meeting was adjourned at 8:52PM.

**Next Board Meeting: Wed. March 23, 2016, 6:30-9:00pm, River Valley Co-op**

##### **Upcoming Meetings:**

Wednesday April 27, 2016

Wednesday May 26, 2016