

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

Wednesday May 25, 2016, 6:30-9:08PM
River Valley Co-op, Northampton

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

Absent: Christine Dutton.

Others: Ben Sandel, CDS Consulting (by Skype); Monica Nunez, HR Manager; Duke Bouchard, Finance 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 Agenda Review, Firestarter, and Upcoming Meeting Schedule

There were no changes to the agenda.

Steve shared a firestarter. Steve asked people to explain their response to "Ketchup or mustard?"

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

Andrea made a motion to cancel the June Board meeting due to CCMA and the Board retreat, and Lynn seconded. The Board voted unanimously not to hold a June meeting.

ACTION: Michelle will update the website, bulletin board, and community room calendar that the next Board meeting will be in July.

III. 6:48PM Review and Approval of Minutes

Review of April 27, 2016 Meeting Minutes: Lynn moved to accept the minutes. Dorian seconded. The minutes were unanimously approved.

IV. 6:45PM Action Items

Michelle and Rochelle reviewed the action items from last meeting.

PENDING:

ACTION: The B3: Asset Protection issue will be monitored in April. STILL IN PROCESS.

ACTION: The B Global Executive Restraint issue will be reported on in April. DONE, but carry forward to May awaiting a final report that issue is resolved. STILL IN PROCESS.

ACTION: Directors to provide information to Alex regarding election candidate pool, including historical notes, deletions, additions, and willingness to contact. IN PROCESS, with a deadline of June 3rd.

ACTION: Dorian to provide annual retreat preparation materials to directors by mid-May. DONE

ACTION: Andrea to coordinate retreat travel details. DONE

V. 6:59PM Policy Monitoring C7: Board Committee Principles

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

VI. 7:00PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions

There were no resolutions.

VII. 7:01PM Executive Session: Capital Options and Expansion Update

Alex and Ben Sandel joined the meeting by Skype at 7:01PM.

Dorian made a motion that the Board go into an executive session to look at capital options and to hear an expansion update, with Board members, Monica, Duke, and Ben Sandel present. Andrea seconded. The Board went into Executive Session at 7:01PM.

Alex and Ben left the meeting at 7:40PM.

The Board came out of executive session at 7:55PM.

VIII. 7:55PM Break

IX. 8:07PM Policy Monitoring B1: Financial Condition Q3

The policy monitoring report for Policy B1 was discussed. Roz made a motion to accept the internal report as a demonstration of acting within board-established boundaries of executive limitations. Lynn seconded. The Board asked questions, and Rochelle responded. Questions included clarification regarding inventory turnover, sales per labor hour, lines of credit, and holiday trends. The report was accepted by a vote of eight with no abstentions.

X. 8:22PM Policy Monitoring B6: Staff Treatment and Compensation

The policy monitoring report for Policy B6 was discussed, with a focus on areas of non-compliance and opportunities for communication and restructuring.

Lynn made a motion to accept the internal report with the General Manager's plan for resolving areas out-of-compliance. Dorian seconded. The Board asked questions, and Rochelle responded. The report was accepted by a vote of eight with no abstentions.

XI. 8:55PM Policy Monitoring D4: Monitoring GM Performance

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

XII. 8:58PM Next Steps

NEW:

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

ACTION: Michelle will update the website, bulletin board and community room calendar that the next Board meeting will be in July.

PENDING:

ACTION: The B3: Asset Protection issue will be reported on in July.

ACTION: A final report on the B Global Executive Restraint issue resolution will be

shared in July.

ACTION: Directors to provide information to Alex regarding election candidate pool, including historical notes, deletions, additions, and willingness to contact. IN PROCESS, with a deadline of June 3rd.

XIII. 8:59PM Adjournment

Reflections on the meeting were shared. Dorian made a motion to adjourn the meeting. Jade seconded. The meeting was adjourned at 9:08PM.

Next Board Meeting: Wed. July 27, 2016, 6:30-9:00pm, River Valley Co-op

Upcoming Meetings:

Wednesday August 24, 2016

Wednesday September 28, 2016