

**Northampton Community Cooperative Market, Inc.**  
**Board of Directors Meeting Minutes**  
**Wednesday January 10, 2018 6:30- 9:10 PM**  
**River Valley Co-op, Northampton**

**Board Members Present:** President Dorian Gregory, Vice-President Andrea Stanley, Clerk Alex Risley Schroeder, Lynn DiTullio, Jacquie Fraser, Steve Bruner, Eric Friedland-Kays, and General Manager Rochelle Prunty.

Absent: Gary Schaefer and Treasurer, Jade Barker

**Notetaker:** Beth Skinner, Co-op Leadership Administrator

**Presiding:** President, Dorian Gregory

**Meeting convened @ 6:30 PM**

**I. 6:35-6:50 PM Agenda Review and Approval of Minutes**

- Dorian offered an icebreaker- think of when you were participating in a high functioning team and tell us two or three things that made it so
- Eric will do icebreaker for February
- Dorian discussed changes to the agenda
- Alex made a motion to approve the minutes and Steve seconded. The motion was passed unanimously. The minutes will be changed to say that Lynn announced the CDS training that occurred on January 6, 2018

**III. 6:50-6:55 PM Action Items**

Directors reviewed the action items from the last meeting.

**Action:** Jade and Alex will work on job descriptions for Executive Committee Officers-In Process

**Action:** In response to the suggestion that the Board communicate support for undocumented immigrant farmworkers and support CISA's recent editorial, it was agreed that additional education on the topic would be useful. Lynn will contact Margaret (Rochelle and Alex are interested in attending the meeting) - In Process

**Action:** Director Nomination and Election Policy will be added to the Appendices of the Policy Manual-Beth Done

**IV. 6:55-7:00 PM River Valley Market LLC operations board resolutions and RVC Properties LLC board resolutions None**

**V. 7:00-7:05 PM Conflict of Interest**

Directors disclosed conflicts of interest and signed conflict of interest forms.

## **VI. 7:05-7:10 PM Vote on proposed slate of officers for 2018**

- Slate of Officers
- Andrea Stanley - President,
- Steve Bruner - Vice-President,
- Dorian Gregory - Treasurer
- Alex Risley Schroeder - Clerk

Dorian made a motion to accept the slate and Lynn seconded. The motion passed unanimously.

- Eric, Steve and Jacquie are up for re-election this year
- If a board member is interested in being an officer, they should begin thinking about it in August.

## **VII. 7:10-7:40 2018 Committee Formation**

Committees were formed and next steps identified. Board discussed the committee chart and noted that non-board member owners have been assets on committees.

- Austin Miller: Eric will be the Chair with members: Christine, Rochelle, Natasha, and Shawn
- Annual Meeting: Rochelle, Natasha and Andrea or possibly a role for Communications Committee
- Capital Campaign: Lynn, Rochelle, Natasha, Jade and Dorian
- Elections: Steve will be an advisor until July with Jade and Dorian as year-around members
- Board Expansion Education: Alex and Dorian members (Beth to find charter from 2015)
- Board Development will be used as needed (needs to be added to chart)
- GM Contract Committee: board discussed whether the board needs this committee
- Communications Committee: Andrea, Eric, Natasha, Jacquie, Christine, and Rochelle

## **VIII. 7:45- PM B: Global Executive Constraint**

Lynn made a motion to accept this internal report as a demonstration of acting within board-established boundaries of executive limitations and Jacquie seconded the motion. The motion passed unanimously. The board felt it was an inspiring report and explains co-op vision and principles.

## **IX. 7:55 B7: Communication to the Board**

Alex made a motion to accept this internal report as a demonstration of acting within board-established boundaries of executive limitations and Steve seconded the motion. The motion passed unanimously. Board appreciates Rochelle's detailed communication, which educates the board. FYI reports e-mailed to the board by Rochelle are appreciated.

## **X. 8:00 8:10PM Asset Protection**

Eric made a motion to accept this internal report as a demonstration of acting within board-established boundaries of executive limitations and Jacquie seconded the motion. The motion passed unanimously. RVC has increased liability insurance with the recent review. Attorney finalized employee handbook and personnel policies are up to date. Dorian would like to see the handbook. Thank you to Rochelle for detailed report.

## **Break 8:10- 8:15 PM**

### **XII. 8:15-8: 40 PM C1-C4 Board Process**

Reviewed Policies and discussed results of self-assessment survey  
2014-2015 Dorian and Max reviewed the policies. The policies are durable but it is helpful to check in with CDS to see if any new recommended best practices have been added to the templates. Dorian clarified consent items on the agenda, which are items that need to be approved but do not need discussion.

**8:40-** Alex made a motion to go into Executive Session to discuss confidential real estate issues and Lynn seconded the motion. The motion passed unanimously.

### **XIII. 8:40-9:00 PM Executive Session**

Dorian made a motion to accept the December Executive Session minutes and Alex seconded the motion. The motion was approved unanimously with no abstentions.

Dorian made a motion to adjourn Executive Session. Alex seconded the motion. The motion was approved unanimously with no abstentions.

### **XIV. 9:00 PM Next Steps**

**Action:** In response to suggestion that the Board communicates support for undocumented immigrant farmworkers and support CISA's recent editorial, it was agreed that additional education on the topic would be useful- in process Lynn will contact Margaret (Rochelle and Alex are interested in attending the meeting) – in Process

**Action:** Jade and Alex will work on job descriptions for Executive Committee Officers- in Process

**Action:** Andrea will do a doodle poll about the date for the next board meeting.

**Action:** Beth will e-mail Steve information on orientation and board elections.

**Action:** Lynn and Jacquie will give Steve suggestions about board book and orientation.

**Action:** Andrea will follow up with Gary and Jade about signing the conflict of interest forms and ask what committee they wish to be on.

**Action:** Andrea will update committee chart and add the Board Development Committee

**Action:** Beth will find charter for Board Expansion Education Committee

**Action:** How does the board encourage owner-members to join committees?

**Action:** Beth will send out more e-mail reminders about survey monkey.

**9:05** Dorian made a motion to adjourn the meeting and Lynn seconded the motion. The motion was approved unanimously with no abstentions.

**PARKING LOT:**

Dorian and Alex will review policies for needed updates –in process

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

**Next Board Meeting: February 14, 2018, 6:30-9:00 PM, River Valley Co-op**

Director	Nov 17	Dec 17	Jan 18	Feb 14	Mar 18	Apr 18	May 18	Jun 18	Jul 18	Aug 18	Sep 18	Oct 18	Nov 18	Dec 18
Jade Barker	ABS	X	ABS											
Steve Bruner	X	X	X											
Lynn DiTullio	X	X	X											
Gary Schaefer	N/A	X	ABS											
Eric Friedland-Kays	X	X	X											
Jacque Fraser	X	X	X											
Dorian Gregory	X	X	X											
Alex Risley Schroeder	X	X	X											
Andrea Stanley	X	X	X											

·  
: