

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes Zoom video-conference
Wednesday December 16, 2020 6:30- 9:00 PM

Board Members Present: President Dorian Gregory, Vice-President Mark Devlin, Clerk Alex Risley Schroeder, Steve Bruner, Gary Schaefer, Emily Laine, Abby Getman Skillicorn, Wendy Messerli

Managers: General Manager Rochelle Prunty, Marketing Manager Natasha Latour, Finance Manager Duke Bouchard

Host: Executive Assistant Debbie Marshall

Absent: Angus Brewer

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: President Dorian Gregory

Meeting convened @ 6:30 PM

I. 6:30 PM Annual Meeting Debrief

- Wonderful time-lapse animation on construction progress
- Music great
- Excellent keynote by LaDonna Sanders Redmond and crankie show
- Thanks to Natasha for a great job
- Thanks to Dorian for her wonderful hosting and excellent speech

II. 6:35 6:55 PM Agenda Review and Approve Minutes

- Alex will do the ice-breaker in January
- Abby moved and Gary seconded a motion to approve the November 2020 minutes with corrections. The motion passed unanimously with one abstention.

III. 7:04-7:10 PM Action Items

- Organization of the Easthampton Outreach Committee by management with support from directors and goal of signing 3,000 new co-op owners. **Emily, Rochelle, Natasha and Alex Done**
- Track suggestions and potential policies revisions reflecting the six questions into a working document folder on google drive **Beth In Process**
- Orientation and update for new board members on 2nd store progress and construction at the December board meeting **Rochelle Done**

IV. 7:10 7:30 PM River Valley Market LLC and RVC Properties LLC Board Resolution authorizing the GM to sign agreement with Solar Power

Dorian makes a motion to approve resolution and Mark seconded. Six in favor, one against and one abstention. The motion carries.

Emily Laine abstained and will abstain on all matters relating to the co-ops new rooftop/ parking lot PV installation. While this rooftop PV project appears to be entirely within state jurisdiction and under retail contracts and review that have no interaction with Emily's role at ISO New England. With that said, the jurisdictional boundaries between state and federal jurisdiction on distributed energy resources are beginning to blur. To avoid even the appearance of impropriety Emily will be abstaining from this, and any other vote relating to the Easthampton store's PV installation. Further, Emily asks to be excused for this reason on any future discussion of the solar project and its contracts.

Directors discussed the resolution

- Still fluid situation
- Rochelle might return to board for further approval
- Potential for 2021 investor
- Savings for Eversource low income subscribers

Construction and 2nd Store Progress Update will be discussed along with BI

V. 7:30-7:45 PM BI: Financial Condition and Analysis Q1

Steve moved and Alex seconded to accept internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with one abstention.

- Prepared foods hit margin
- Cheese department had record high
- Proforma is on target

Break 7:45- 8:00 PM

VI. 8:00-8:15 PM B: Global Executive Constraint

Steve moved and Abby seconded to accept internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with one abstention.

- Board discussed co-op principals and how they are being met
- Noted the importance of The Abolitionists Challenge in today's cooperative movement

VII. 8:15-8:25 D Global Board Management Connection

- Board discussed conflict of interest policy
- The board as a whole is the official connection to the GM

VIII. 8:13-8:35 Board Calendar

Abby moved and Emily seconded to accept 2021 Board Calendar. The motion passed unanimously with no abstentions.

- New plan for 2021 is to review C: Board Process and D: Board-Management Relationship policies at every board meeting reflecting DEI work
- Goals for ownership campaign and community engagement
- Added key dates and second store opening in June 2021
- Board retreat in May 2021 hopefully in person
- Board Calendar helps set agenda for board meeting
- Strategic thinking around second store—are we looking at a third store?

IX. Outreach Committee

- Another meeting on Monday and inviting Easthampton board candidates to join
- Largely a digital campaign
- Doing a thermometer of goals and weekly number of new owners
- Connecting with business and local community networks
- January 2021 kick off campaign
- Inviting Easthampton community to weekly meetings
- Use social media and incentives to meet goal of 3,000 new owners

Next Steps

Appreciations

- Snow
- Solar resolution passed
- Thank you for handling the difficult year 2020
- Thanks to co-op, local food system, management and board for work during these difficult times
- Appreciation to staff
- 2021 Seed catalogues

Dorian moved and Gary seconded a motion to adjourn the meeting. The motion passed unanimously with no abstentions.

Action Items

- Reflecting Dorian's six questions, track suggestions and potential policy revisions into Working Documents in google drive **Beth**
- Add educational board opportunities to google calendar **Abby**
- Give Emily contact information for potential Easthampton residents who might serve on the Outreach committee **Directors**
- Google sheet on Outreach committee incentives **Natasha**
- Election committee's contacts with Easthampton residents as potential members of

Outreach committee **Mark**

- Angus’s board buddies **Gary, Steve and Dorian (as needed)**
- Set up Angus e-mail and access to Google Drive **Beth**
- January 6, 2021 New Board Director’s Orientation with Michael Healy, Rochelle, and Dorian, required board orientation for **Angus** and recommended for **Wendy, Mark, Abby and Emily**
- January 23: Virtual CBL101 by Columinate (11 am-2:30 pm EST) required board orientation for **Angus** and recommended for **Wendy, Mark, Abby and Emily**

REMINDERS:

Actions that will be resolved in the future or specific dates for upcoming meetings/events.

- Packets need to be completed by Thursday at 5:00 PM week before board meeting or the agenda will be changed
- **The Abolitionists Challenge**, presented by LaDonna Sanders Redmond January 5 -7:00 – 8:30pm EST
- Dates scheduled with our DEI Manager LaDonna Sanders-Redmond on January 24th 12pm-2pm EST, and March 21st 12pm-2pm EST.

Next Board Meetings will be January 27, 2021 Zoom video-conference

PARKING LOT is now in google drive “Working Documents”

Parking Lot items are reflected in board annual retreat and available for executive committee review.

Director	Jan 20	Feb 20	Ma 20	Ap 20	Ma 20	Jun 20	July 20	Au 20	Sep 20	Oct .20	No 20	Dec 20
Steve Bruner	X	X	X	X	X	X	X	X	X	X	X	X
Dorian Gregory	X	X	X	X	X	X	X	X	X	X	X	X
Angus Brewer												abs
Mark Devlin	X	X	X	X	X	X	X	X	X	X	X	X
Alex Risley Schroeder	X	abs	X	X	X	X	X	X	X	X	X	X
Gary Schaefer	X	X	X	X	X	X	X	X	X	X	X	X
Emily Laine	X	X	X	X	X	X	X	X	abs	X	X	X
Abby Getman Skillicorn	X	X	X	X	X	X	X	abs	X	X	X	X
Wendy Messerli	X	X	X	X	X	X	X	X	X	X	X	X