

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes Zoom video-conference
January 26, 2022 6:30- 9:00 PM

Board Members Present: Vice-President Abby Getman Skillicorn, Clerk Alex Risley Schroeder, Gary Schaefer, Wendy Messerli, Angus Brewer, Elizabeth Appelquist, Angela D'Souza, Sarah Axe, Barra Cohen

Managers: General Manager Rochelle Prunty, Director of Marketing Natasha Latour, CFO Duke Bouchard

Guests: Steven Lemeshow owner number 13,803

Facilitator: Jade Barker

Advisor: Dorian Gregory

Host: Executive Assistant Debbie Marshall

Absent: None

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: Vice-President Abby Getman Skillicorn

Meeting convened @ 6:30 PM

I. 6:30-6:35 PM Member Comments

II. 6:35- 6:45 PM Icebreaker and Agenda Review

- Elizabeth will do the ice-breaker in February.
- B2: Business Plan and Financial Budget will precede B1: Financial Condition and Analysis.

III. 6:45-6:55 PM Review Code of Conduct

IV. 6:55-7:05 PM Review Conflict of Interest

V. 7:05-7:10 PM Review and Approve Minutes

- Angus moved and Gary seconded a motion to approve the December 22, 2021 minutes with corrections. The motion passed unanimously with no abstentions.

7:12 PM Duke and Natasha jointed the meeting.

VI. 7:10-7:15 PM Action Items

- New board members need to sign Code of Ethical Conduct and Conflict of Interest forms and receive a RVC email and access to Google drive **Beth Done**
- Contact each new director and make sure they understand use of google drive **Beth Done**
- Put on February agenda and in ongoing meetings discussion of Board Development Committee **Abby In process**
- Proposal to invest in tools of support for directors **Abby and Alex Done**
- Training for New Directors and other board directors on Jan 11 from 5-8 pm with **Michael Healy, Rochelle, Dorian, Abby, Alex, Gary, Sarah, Elizabeth, Angela, and Barra Done**
- Jan. 15 and March 19, 2022 CBL 101 Virtual Training on Foundations for being a Board Director 11:00-2:30 **Elizabeth, Sarah, Angela and Barra In process**
- Interested in serving as a board officer **Contact Abby and Dorian Done**
- B3 Asset Protection to be monitored in February instead of January on the board calendar **Done**
- February board meeting debrief Annual meeting **In process**

VII. 7:15-7:20 PM Board Officers

- Abby moved and Wendy seconded a motion to approve the board slate of officers. The motion passed unanimously with no abstentions.
- President Abby Getman Skillicorn, Vice-President Alex Risley Schroeder, Clerk Gary Schaefer, Treasurer Elizabeth Appelquist

VIII. 7:20 PM River Valley Market LLC and RVC Properties LLC Board Resolutions

1. CORPORATE VOTE NCCM Appointing Officers and Confirming Directors
Gary moved and Abby seconded a motion approving Officers And Acknowledging Current Directors January 26, 2022. The motion passed unanimously with no abstentions.

2. Incumbency Certificate JAN 2022

Abby motioned and Wendy seconded to approve Incumbency Certificate. The motion passed unanimously with no abstentions.

3. RIVER VALLEY MARKET LLC vote of LLC to approve change in Officers and directors Northampton liquor license.

Abby made a motion and Angus seconded that on 26 DAY OF JANUARY 2022 River Valley Market LLC shall Petition to the City of Northampton Local Licensing Authority and the Massachusetts Alcoholic Beverage Commission for approval of the new officers and directors of Northampton Community Cooperative Market Inc. as identified on the list attached hereto. The motion passed unanimously with no abstentions.

4. RIVER VALLEY MARKET LLC vote of LLC to approve change in Officers and Directors Easthampton liquor license.

Abby made a motion and Alex seconded that on 26 DAY OF JANUARY 2022 To approve with corrections 2022 River Valley Market LLC shall Petition to the City of Easthampton Local Licensing Authority and the Massachusetts Alcoholic Beverage Commission for approval of the new officers and directors of Northampton Community Cooperative Market Inc. as identified on the list attached hereto.. The motion passed unanimously with no abstentions.

5. Corporate Vote affirming Manager for Easthampton and Northampton stores.

Abby motioned and Elizabeth seconded affirming Manager Easthampton and Northampton stores. The motion passed unanimously with no abstentions.

IX. 7:35-7:50 PM B2: Business Plan and Financial Budget

Gary moved and Abby seconded to accept B2: Internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

- Discussed goals for meeting goal of adding new member owners through owner drives, owner appreciation days, discounts, gift cards etc.
- River Valley Coop is almost fully staffed.

7:50 PM Alex left the meeting

Break 7:50-8:00 PM

X. 8:00-8:20 PM B1: Financial Condition and Analysis

Abby moved and Sarah seconded to accept B1: Financial Condition and Analysis internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

- RVC is in a start-up phase and is comparing compliance to our proforma and annual budget.
- In the start-up phase highest priority is sales.

- Looking primarily at margin and profitability and then inventory turns.
- Volume is key as is customer count and amount customer buys.
- Developing more supply networks.

XI. 8:15 -8:30 PM Global: Executive Constraint

Abby moved and Angus seconded to accept Global internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

- Customer survey is planned for 2023 and is done every 3-4 years.
- RVC has been surveying shoppers at the register.
- RVC is guided by international cooperative principals.

XII. 8:30- 8:40 PM C1-Governing Style, C2-The Board's Job, C3-Agenda Planning C4-Board Meetings

- Directors reviewed their governing for the past year.
- Relationship with members has been a challenge with Covid.

XIII. 8:40- 8:45 Next Steps

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

- Conflict of Interest and Code of Ethical Conduct forms need to be in by Feb. 4, 2022 (either scanned and e-mailed to Beth or sent to administrative office attention: Debbie Marshall 40 Main Street, Suite 301, Florence, MA, 01062 **Existing Directors**
- Clarify the Executive Session notes in the Dec. 22, 2021 minutes **Alex and Beth**
- Finalized copies of the 5 board resolutions and e-mail Beth **Rochelle**
- Complete and notarize Cori forms- instructions will be e-mailed **Directors and Rochelle**
- Check date (will be e-mailed to membership) of bonfire event tentative date Feb. 19 2-5 at Mass Audubon Arcadia Wildlife Sanctuary 127 Combs Rd, Easthampton, MA 01027
- Need tools of support get in touch with **Abby** or **Elizabeth**
- March 19, 2022 CBL 101 Virtual Training on Foundations for being a Board Director 11:00-2:30 **Sarah, Angela and Barra**
- B3 Asset Protection to be monitored in February instead of January on the board calendar **Abby**
- February board meeting debrief Annual meeting
- Put on February agenda and in future meetings discussion of Board Development Committee

Appreciations

- Thank you to Dorian for her wonderful leadership and for putting on the asparagus hat one more time.
- For officers and new board members
- Jade’s facilitation.
- Great work Duke and Natasha.

Abby moved and Angus seconded to adjourn the meeting.

REMINDERS:

- Packets need to be completed by Thursday at 5:00 PM week before board meeting or the agenda will be changed.
- Reminder to look at Annual meeting charter for possible updates.
- Columinate has resources for DEI and a series of webinars on financial training.

Next Executive Meeting will be February 9, 2022 5:30-7:30 PM

Next Board Meeting February 23, 2022 6:30-9:00 PM

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	Feb 21	Mar 21	Apr 21	May 21	Jun 21	July 21	Au 21	Sep 21	Oct 21	No 21	Dec 21	Jan 22
Angus Brewer	X	X	X	X	X	X	X	X	X	abs	X	X
Alex Risley Schroeder	X	X	X	X	X	X	X	X	X	X	X	X
Gary Schaefer	X	X	X	X	X	X	X	abs	X	X	X	X
Abby Getman Skillicorn	X	X	X	X	X	X	X	X	X	X	X	X
Wendy Messerli	X	X	X	X	X	X	X	X	X	X	X	X
Sarah Axe											X	X
Angela D’Souza											X	X
Elizabeth Appelquist											X	X
Barra Cohn												X

