

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes Zoom video-conference
December 22, 2021 6:30- 9:00 PM

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

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

Guests: Barra Cohen (owner number 3069)

Facilitator: Jade Barker

Host: Executive Assistant Debbie Marshall

Absent: Steve Bruner, Emily Laine

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: President Dorian Gregory

Meeting convened @ 6:30 PM

- I. 6:30-6:35 Member Comments**
- II. 6:35- 7:00 PM Welcome New Board Members**

Directors' shared how long they have served on the board and/or why they wish to serve on the board.

III. 7:00- 7:10 PM Approve Minutes and Action Items

- Angela will do the ice-breaker in January.
- Alex moved and Abby seconded a motion to approve the November 17, 2021 minutes with corrections. The motion passed unanimously with no abstentions.
- Dorian moved and Abby seconded a motion to approve the November 17, 2021 Executive Session minutes. The motion passed unanimously with 2 abstentions.

Action Items

- Beth will meet with each new director and make sure they understand use of google drive **In Process**
- Put on December agenda to discuss Board Development Committee **Dorian In Process**
- Decide on board buddies **Dorian, Gary and Alex Done**

IV. 7:20 PM River Valley Market LLC and RVC Properties LLC Board Resolutions None

V. 7:20-7:30 PM Board Appointments

VI. 7:20 PM Barra Cohen went in to a waiting room. Sarah left the meeting.

Abby made a motion and Alex seconded to go into Executive Session including Rochelle. The motion passed unanimously with no abstentions.

VII. 7:40 PM Board Left Executive Session and Barra joined the meeting.

- Dorian made a motion and Abby seconded to appoint Barra Cohn to fill the end of Mark Devlin's term beginning January 2022. The motion passed unanimously with no abstentions.
- Dorian will be a board advisor- being a board buddy and attend some trainings

VIII. 7:40-7:55 PM Onboarding New Directors

- New board members need to sign Code of Ethical Conduct and Conflict of Interest
- Orientation 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**
- Board Buddies: Gary and Elizabeth
Dorian and Angela
Alex and Sarah
Abby and Barra
- Board buddies can help prepare for board meeting by reviewing board packet, reviewing trainings such as CBL 101 and accessing google drive
- 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**
- June 9-11 in person CCMA conference in South Dakota

IX. 7:55- 8:05 PM 2022 Officers Roles

- Board roles and responsibilities were discussed and volunteers were sought
- Contact Dorian or Abby if interested in serving as a board officer before January board meeting.

X. 8:00 PM B: Global Executive Constraint Postponed Until January Meeting

XI. 7:45- 8:15 B2: Business Plan and Budget Postponed till January Meeting

- Rochelle and Duke reviewed the multi-year proforma which will be incorporated into the B2: Business Plan and Budget
- Shared background and history of River Valley financing for Northampton and Easthampton stores
- Past Directors went through a process of understanding loss in the first few years of the Northampton store until the store began to make a profit
- Discussed what a proforma entails and budgeting for Easthampton store
- Important to understand national trends in retail both co-ops and non-co-ops
- Explain margin and key strategy of growing Prepared Food department
- Proforma has River Valley paying back owner loans without needing another capital campaign

8:15- 8:25 PM Break

XII. 8:40-8:50 D: Global Board Management Connection

- Directors discussed the policy that the Board's sole official connection to the operations of the cooperative will be through the General Manager.
- Columinate has an article on directors and operations.

XIII. 8:50 Debrief Annual Meeting (postponed until January meeting)

XIV. 8:50-9:04: Board Calendar 2022

- Dorian made a motion and Abby seconded to accept the 2022 calendar with an amendment that B3 Asset Protection be reviewed In February instead of January. The motion passed unanimously with no abstentions.

XV. 9:10 PM Next Steps

Appreciations

- Dorian's 10 years of service and role as president

- Jade's facilitation
- New directors appreciate onboarding

9:20 PM Abby made a motion and Gary seconded to adjourn the meeting. The motion passed unanimously with no abstentions.

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

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**
- Contact each new director and make sure they understand use of google drive **Beth**
- Put on February agenda and ongoing meetings to discuss Board Development Committee
- Proposal to invest in tools of support for directors **Abby and Alex**
- 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**
- 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**
- Interested in serving as a board officer **Contact Abby and Dorian**
- B3 Asset Protection to be monitored in February instead of January on the board calendar (needs to be voted on)
- February board meeting debrief Annual 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.
- Columiate has resources for DEI and a series of webinars on financial training.

Next Executive Meeting will be Jan 12, 2022 5:30-7:30 PM

Next Board Meeting January 26, 2022 6:30-9:00

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 21	Feb 21	Mar 21	Apr 21	May 21	Jun 21	July 21	Au 21	Sep 21	Oct 21	No 21	Dec 21
Steve Bruner	X	X	X	X	X	abs	X	X	X	X	X	abs
Dorian Gregory	X	X	X	X	X	X	X	X	X	abs	X	X
Angus Brewer	X	X	X	X	X	X	X	X	X	X	abs	X
Mark Devlin	X	X	X	X	X	abs	X	X	X	X	abs	
Alex Risley Schroeder	X	X	X	X	X	X	X	X	X	X	X	X
Gary Schaefer	X	X	X	X	X	X	X	X	abs	X	X	X
Emily Laine	X	X	X	X	X	X	X	abs	X	X	X	abs
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
Angela D'Souza												X
Elizabeth Appelquist												X