

**Northampton Community Cooperative Market, Inc.**  
**Board of Directors Meeting Minutes Zoom video-conference**  
**Wednesday February 24, 2021 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, Angus Brewer

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

**Host:** Executive Assistant Debbie Marshall

**Absent:** None

**Co-op Owner:** Sean Donovan owner number 6046

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

**Presiding:** President Dorian Gregory

**Meeting convened @ 6:30 PM**

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

- Concern about co-op selling farmed fish which is an environmental hazard for the oceans
- Would like customers to be able bring their own paper bags
- Would like cardboard boxes to be available for customer use

**II. 6:35-6:45 PM Welcoming and Getting Started**

- Ice-Breaker – Favorite song

**III. 6:45- 6:50 PM Agenda Review and Approve Minutes**

- Steve will do the ice-breaker in March
- Abby moved and Steve seconded a motion to approve the January 2021 minutes with corrections. The motion passed unanimously with one abstention.

**IV. 6:50-6:55 Action Items**

- Correct Directors Code of Conduct **Beth Done**
- Mail Code of Conduct and Conflict of Interest forms to Directors with a returned stamped envelope addressed to Rochelle Prunty at administration office **Beth Done**
- Correct Gary's address and Steve's name on resolutions **Beth Done**
- Cori check for all Directors **Rochelle and Alex In Process**

- Resolutions signed by clerk **Alex Done**
- Reflecting Board Policy Review track suggestions and potential policy revisions into Working Documents on google drive **Beth Done**
- Reschedule and confirm with directors new DEI date Feb. 28, 12:00 PM to 2:00 PM EST **Beth and Dorian Done**
- Clarification of the agenda and content for future DEI meeting with LaDonna **Dorian Done**
- Research how to use google jamboard **Beth and Dorian Done**
- Proposal for Columinate to help facilitate board meetings **Dorian Done**
- Reflection and preparation of questions 4-6 on **Board Policy Review (C-Global Governance Commitment)** for the February board meeting **Directors Done**
  - 4. What assumptions are built into it? Who is excluded by it?
  - 5. Are there changes to make to it that would eliminate the barriers to inclusion?
  - 6. Are conflicts of interest that arise for Directors who are vendors or paid employees that should be proactively addressed by clarifying language in the policy?

## **River Valley Market LLC and RVC Properties LLC Board Resolutions None**

### **V. 6:55-7:10 PM Construction Progress Report**

- Co-op has a hiring schedule for the Easthampton store
- Exciting to see walls painted and tile in
- Sinks and refrigeration in process
- Monthly reports are helpful in keeping the board up to date on key milestones

### **VI. 7:10-7:20 PM BI Financial Condition 2<sup>nd</sup> Quarter**

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

- Out of compliance on BI Annual which states that sales growth must not deviate materially from the budget.
- Rochelle discussed ways of coming into compliance by increasing sales
- Hiring more staff for curbside pick-up and better online ordering
- PPP will be spread out over 2 fiscal years 2020 and 2021
- Reinvention of prepared foods for Easthampton Store
- Hiring an executive chef
- Thank you to Duke and finance team for the report

**7:20 PM** Emily joined the meeting

## **VII. 7:20-8:15 PM Board Budget Mid-Year Review**

- Mid- year budget review
- Budget is scheduled for June 2021
- So far under budget
- Discussed how board can invest in tools of support for directors (transportation, childcare, lending library)
- How to support diversity
- Discussed the benefits of having a facilitator to enable board president to spend more time on content and preparation
- Michael Healy will continue as board consultant from Columinate facilitating retreat and ongoing monthly consultation
- Gift card discussion

Dorian made a motion and Alex seconded to hire a board facilitator. The motion passed unanimously with no abstentions.

Directors decided to table the gift card motion until the March board meeting for more discussion.

**8:15 PM** Gary left the meeting

**Break 8:15-8:25 PM**

## **VIII. 8:25 PM Annual Board Retreat**

- May 22, 2021 (in person with distancing)

## **IX. 8:25- 8:35 PM B4: Membership Rights and Responsibilities Review Policy**

Emily moved and Abby seconded to accept B4 internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

- Thank you to Natasha and Wendy for the detailed report
- Member loan campaign might be spring of 2022 or 2023

**8:35 PM** Duke left the meeting

## **X. 8:15-8:50 Board Policy Review (C-Global Governance Commitment and CI-Governing Style**

### C-Global Governance Commitment

Acting on behalf of our owners, the Board ensures that our cooperative produces benefit and value, while avoiding unacceptable actions and situations.

### CI Governing Style

The Board will govern in a way that emphasizes empowerment and clear accountability. In order to do this, we will:

1. Focus our vision outward and toward the future
2. Observe the 10 Policy Governance principles (See Appendix)
3. Maintain group discipline, authority and responsibility
4. Clearly distinguish board and general manager roles
5. Encourage diverse viewpoints
6. Proactively determine conflict of interest and respond appropriately.
7. Obey all relevant laws and bylaws.

Directors used jamboard to discuss CI and C2

1. What is the purpose of the policy? Why should the co-op have this as a board policy?
2. In our board functioning, how are we doing? Are we complying with the policy?
3. What is its intended outcome? What are unintended outcomes?
4. What assumptions are built into it? Who is excluded by it?
5. Are there changes to make to it that would eliminate the barriers to inclusion?
6. Are conflicts of interest that arise for Directors who are vendors or paid employees that should be proactively addressed by clarifying language in the policy?

This process will be continued at the DEI session with LaDonna on Feb. 28, 2021.

## **Next Steps**

## **Appreciations**

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

## **Action Items**

- Proposal to invest in tools of support for directors **Abby and Alex**
- Respond to co-op owner Shawn Donovan **Rochelle**
- Add to jamboard google doc C: Global Governance Commitment notes from Jan. board meeting **Alex**
- Cori Check for all Directors **Rochelle and Alex**

## **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
- Next DEI session with LaDonna Sanders-Redmond is on March 21 from 12:00 to 2:00 PM EST
- Reminder to look at Annual meeting charter for possible updates
- Columinate has resources for DEI and a series of webinars on financial training

**Next Board Meetings will be March, 24 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	Ma 20	Ap 20	Ma 20	Jun 20	July 20	Au 20	Sep 20	Oc 20	No 20	Dec 20	Jan 21	Feb 21
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	X	X
Mark Devlin	X	X	X	X	X	X	X	X	X	X	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	X	X	X	X	X
Emily Laine	X	X	X	X	X	X	abs	X	X	X	abs	X
Abby Getman Skillicorn	X	X	X	X	X	abs	X	X	X	X	X	X
Wendy Messerli	X	X	X	X	X	X	X	X	X	X	X	X