

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes Zoom video-conference
Wednesday August 26, 2020 6:30- 9:10 PM

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

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

Co-op Owners: Jeff Greim owner number 9164, Eric Wirth owner number 9586, Angela D'Souza owner number 11515, Tim Wenz owner number 5982

Host: Executive Assistant Debbie Marshall

Absent: Abby Getman Skillicorn

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: President Dorian Gregory

Meeting convened @ 6:30 PM

I. 6:30 PM Owner Comments

Jeff Greim, Eric Wirth and Angela D'Souza are considering running for the board and appreciate the opportunity to observe a board meeting. Tim Wenz is Assistant Operation Manager at River Valley Co-op.

II. 6:35 6:50 PM Agenda Review and Approve Minutes

- Mark will do the ice-breaker in September
- Steve moved and Gary seconded a motion to approve the July 2020 minutes. The motion passed unanimously with one abstention.

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

- Proposal for how to use Diversity Equity and Inclusion worksheets when reviewing monitoring reports **Dorian Done**
- Diversity, Inclusion, Equity ongoing self-study **Directors Ongoing**
- Doodle poll for third Diversity, Equity and Inclusion session with LaDonna Sanders-Redmond, Consultant, Columinate **Beth Done**

- E-mail video script to Directors **Election Committee Done**
- Send Natasha three or four short video clips by Wednesday July 29, 2020 **Directors Done**
- Annual Meeting update for September Board Meeting **Annual Meeting Committee Done**

IV. 6:55 PM 7:10 PM River Valley Market LLC and RVC Properties LLC Board Resolutions

Dorian made a motion and Jacquie seconded to approve the following resolution. The motion passed unanimously with no abstentions.

Whereas the Board of Directors of the Co-op has publicly stated our support for the Black Lives Matter movement, and whereas the Board of Directors commits to acting in support of staff and others interacting with the public on a daily basis; Be it resolved that the Board of Directors is in full support of management's plans developed in collaboration with the union representing employees to implement a customer code of conduct to address racism, micro-aggressions, and other abusive behavior by customers, vendors, staff or other visitors toward our co-op staff members while working in the store.

- An article in co-op e-news will explain the Customer Code of Conduct and Customer Behavior Response Guidelines and support from the Board of Directors.
- Directors expressed appreciation and gratitude to management and LaDonna Sanders-Redmond for Diversity, Inclusion and Equity work.

V. 7:10-7:25 PM BI: Financial Condition and Analysis 4 QT

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

- RVC anticipates full forgiveness from Paycheck Protection Program which is nontaxable
- Basket size and customer count have been variable
- Graphics and details of report were appreciated (possibly more on trends)
- Forecast for sales is on budget
- Budget was refined for this fiscal year and is on target (2-3% above last year)
- Labor costs are higher (PPP will offset) and marketing expenses lower
- New platform for curbside pickup and delivery will grow sales
- New POS system
- Thanks to Duke, Wendy and Rochelle for detailed report.

VI. 7:25-7:55PM Construction and 2nd Store Progress Update

- Thank you to finance team for cash contingency plan
- Updated the proforma with a possible later opening
- Fall launch of owner equity drive
- Each month board will have report on store progress, milestones and if any red flags
- Current opening date is April 30, 2021 and we are on budget
- Updated the proforma with a possible later opening if necessary in July 2021
- Solar plans will be finalized soon
- Board appreciated the detailed report
- Site should be closed in for the winter

Break 7:50-8:05 PM

VII. 8:05-8:15 PM C8 Governance Commitment

- Directors miss co-op events before Covid where they were able to connect with owners and community members
- Need to find new ways to connect to owners (zoom?) during Covid
- Possible trainings for owners on co-ops and ownership

VII. 8:20-8:30 Diversity, Inclusion & Equity applied to C8 Governance Commitment

- Directors went into breakout groups to Look at C8 using LaDonna Sanders-Redmond Policy & Practice Change Worksheet
- Wendy will reformat Policy & Practice Change Worksheet into a shared google doc for director's input
- Directors will add comments, thoughts, and perspectives on C8 Governance Commitment on the re-formatted google sheet Policy & Practice Change Worksheet as they relate to policy
- At September board meeting review C5 Directors Code of Conduct using template Wendy formatted for C8 Policy & Practice Worksheet

VIII. 8:40-8:50 PM Election Committee

- Steve, Jacquie and Mark are doing interviews. Dorian will help if necessary

IX. 8:50- 8:55 PM Next Steps

Action Items

- Doodle poll for Easthampton site tour **Beth**
- Approve Executive Minutes from the February board meeting **In Process**
- Re-format LaDonna's Policy & Practice Change Worksheet **Wendy**

- C8 Governance Commitment add comments, thoughts, and perspectives on the questions that the re-formatted google doc Policy & Practice Change Worksheet prompts as they relate to policy. **Directors**
- At September board meeting review C5 Directors Code of Conduct using template Wendy created for C8 Policy & Practice Worksheet **Directors**

Appreciations

- Natasha for the great video about why directors serve on the board
- Thank you to Debbie for hosting meeting

9:10 PM Dorian moved to adjourn the meeting and Emily seconded. The motion passed unanimously with no abstentions.

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
- September 20, 2020 9:00- 12:00 LaDonna **Diversity, Inclusion & Equity**
- The Abolitionists Challenge, presented by LaDonna Sanders Redmond
September 1-7:00 – 8:30pm

Next Board Meeting September 23, 2020 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	Sep 19	Oct 19	No 19	Dec 19	Jan 20	Feb 20	Ma 20	Ap 20	May 20	Jun 20	July 20	Aug 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
Jacquie Fraser	X	X	X	X	X	X	X	X	abs	X	abs	X
Mark Devlin	X	X	X	X	X	X	X	X	X	X	X	X
Alex Risley Schroeder	X	X	X	X	X	abs	X	X	X	X	X	X
Gary Schaefer	X	abs	X	X	X	abs	X	X	X	X	X	X
Emily Laine	X	X	X	X	X	X	X	X	X	abs	X	X
Abby Getman Skillicorn				X	X	X	X	X	X	X	X	abs
Wendy Messerli				X	X	X	X	X	X	X	X	X