

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes Zoom video-conference
Wednesday January 21, 2021 6:30- 9:00 PM

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

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: President Dorian Gregory

Meeting convened @ 6:30 PM

I. 6:30-6:35 PM Member Comments None

II. 6:35 7:00 PM Welcoming and Getting Started

- Ice-Breaker - what inspired you to be a co-op board director and what tools and resources do you use?

III. 7:00-7:21 PM Directors Code of Conduct

- Directors read aloud the Board of Directors Code of Ethical Conduct

Alex moved and Abby seconded a motion for board directors to check e-mail twice weekly and for the board president to notify directors by text as needed. The motion passed unanimously with no abstentions.

IV. 7:20-7:27 PM Conflict of Interest

Directors discussed possible conflicts of interest. The form will be signed by each director.

V. 7:27-7:25 PM Agenda Review and Approve Minutes

- Abby will do the ice-breaker in February
- Angus moved and Wendy seconded a motion to approve the December 16, 2020 minutes with corrections. The motion passed unanimously with one abstention.
- Dorian moved and Abby seconded a motion to approve the December 29, 2020 minutes. The motion passed unanimously with two abstentions.

VI. 7:39-7:30 PM Action Items

- Reflecting Dorian's six questions, track suggestions and potential policy revisions into Working Documents in google drive **Beth In Process**
- Add educational board opportunities to google calendar **Abby Done**
- Give Emily contact information for potential Easthampton residents who might serve on the Outreach committee **Directors Done**
- Google sheet on Outreach committee incentives **Natasha Done**
- Election committee's contacts with Easthampton residents as potential members of Outreach committee **Mark Done**
- Angus's board buddies **Gary, Steve Done**
- Set up Angus e-mail and access to Google Drive **Beth Done**
- 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 Done**
- January 23: Virtual CBLI01 by Columinate (11 am-2:30 pm EST) required board orientation for **Angus** and recommended for **Wendy, Mark, Abby and Emily Done**

VII. 7:30-7:53 PM Vote on Proposed Slate of Officers

- Dorian moved and Gary seconded a motion to approve the board slate. The motion passed unanimously with no abstentions.
- Dorian will bring to the board a proposal for Columinate to help facilitate board meetings.
- Thank you to Abby for stepping up.

VIII. 7:42-7:55 PM River Valley Market LLC and RVC Properties LLC Board Resolutions

Two resolutions passed unanimously with no abstentions.

- CORPORATE VOTE NCCM appointing Officers and Confirming Directors
- RIVER VALLEY MARKET LLC vote of LLC to approve change in Officers and directors JAN 2021
- All directors need Cori checks
- Easthampton store will need a separate beer and wine license

IX. 7:55-8:00 PM Board Committees

- Election committee Gary, Mark, Steve and Abby
- Annual Meeting committee (partnership between staff and board) Emily, Wendy, Alex, Natasha and Rochelle

Break 8:00-8:10 PM

X. 8:10-8:30 PM Board Policy Review (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.

Questions for discussion and revision the what, why and where is it taking us?

Directors made suggestions on a google doc on the first three questions. Directors will reflect on this policy and be prepared at the February board meeting to discuss questions 4, 5, and 6.

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?

XI. 8:30-8:40 Construction Progress Report

- First shipment of major equipment delivered
- Thank you to Duke and Wendy for detailed report
- There is a contingency allowance

XI. 8:40-8:50 PM B7: Communications to the Board and B3: Asset Protection

Abby moved and Alex seconded to accept B3 internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with one abstention.

- Rochelle thanks Duke for detailed report and financial information
- This policy is a great tool for management

Steve moved and Mark seconded to accept B7 internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

- Dorian appreciates the ongoing e-mail communications that keeps directors updated on co-op matters
- Abby thanked management for these reports

Next Steps

Appreciations

- New board member Angus
- Reading Code of Ethical Conduct together
- Ice-breaker
- For the extra work and leadership role of executive committee
- President's facilitation of the meeting

Abby moved and Steve seconded to adjourn the meeting. The motion passed unanimously with no abstentions.

Action Items

- Correct Directors Code of Conduct **Beth**
- Mail Code of Conduct and Conflict of Interest forms to Directors with a returned stamped envelope addressed to Rochelle Prunty at administration office **Beth**
- Correct Gary's address and Steve's name on resolutions **Beth**
- Cori check for Angus **Rochelle and Alex**
- Resolutions signed by clerk **Alex**
- Reflecting Board Policy Review track suggestions and potential policy revisions into Working Documents in google drive **Beth**
- Reschedule and confirm with directors new DEI date Feb. 28, 12:00 PM to 2:00 PM EST **Beth and Dorian**
- Clarification of the agenda and content for future DEI meeting with LaDonna **Dorian**
- Research how to use google jamboard **Beth and Dorian**
- Proposal for Columinate to help facilitate board meetings **Dorian**
- Reflection and preparation of questions 4-6 on **Board Policy Review (C-Global Governance Commitment)** for the February board meeting **Directors**
 - 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?

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
- Dates scheduled with our DEI Manager LaDonna Sanders-Redmond on Feb. 28 12pm-2pm EST, and March 21st 12pm-2pm EST.
- Reminder to look at Annual meeting charter for possible updates
- Columiate has resources for DEI and a series of webinars on financial training

Next Board Meetings will be February 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	Feb. 20	Ma 20	Ap 20	Ma 20	Jun 20	July 20	Au 20	Sep 20	Oct 20	No. 20	Dec 20	Jan 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
Mark Devlin	X	X	X	X	X	X	X	X	X	X	X	X
Alex Risley Schroeder	abs	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	X	abs	X	X	X	abs
Abby Getman Skillicorn	X	X	X	X	X	X	abs	X	X	X	X	X
Wendy Messerli	X	X	X	X	X	X	X	X	X	X	X	X