

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes Zoom video-conference
October 27, 2021 6:30- 9:00 PM

Board Members Present: Vice-President Abby Getman Skillicorn, Clerk Alex Risley Schroeder, Treasurer Mark Devlin, Steve Bruner, Gary Schaefer, Wendy Messerli, Angus Brewer

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

Guests: Barra Cohen (owner number 3069), Elizabeth Appelquist (owner number 6134)

Facilitator: Jade Barker

Host: Executive Assistant Debbie Marshall

Absent: Emily Laine, President Dorian Gregory,

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: Vice-President Abby Getman

Meeting convened @ 6:30 PM

I. 6:30-6:35 Member Comments

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

- Dorian will do the ice-breaker for November meeting

III. 6:50- 6:55 Reviewed Bylaw Revisions Approved at the Oct. 21, 2021

- Dorian moved and Gary seconded to accept the proposal to ask the co-op owners to approve 3 changes to the bylaws: (1) the change of language from member-owners to co-op owners, (2) that up to two employees may serve on the board, and (3) that electronic notice and voting is in keeping with greater access and modern communication in Annual meetings and Member notices - for a total of 4 votes. The motion passed unanimously with no abstentions
- Gary moved and Alex seconded the motion to have Dec. 11, 2021 a bonfire community event celebrating two stores and the 2021 Annual meeting for official business via Zoom on Wednesday December 15 or Thursday December 16. The motion passed unanimously with no abstentions

IV. Approve Minutes 6:55-7:00

- Steve moved and Abby seconded a motion to approve the September 29 2021 minutes with corrections. The motion passed unanimously with one abstentions.

V. 7:00- 7:05 PM Action Items

- E-mail Natasha for tabling opportunities at Oct. 9 Easthampton Grand Opening Celebration 4:30-7:00 PM **Directors Done**
- Bylaw Task Force will clarify/revise language concerning members or owners and grammar without substantial changes **Dorian, Alex and Wendy Done**
- Send training opportunities to the three board candidates **Beth Done**
- Proposal to invest in tools of support for directors **Abby and Alex In Process**

VI. 6:55 River Valley Market LLC and RVC Properties LLC Board Resolutions None

VII. 6:55-7:05 PM Expansion Update

Directors discussed highlights of the report.

- Management anticipates finishing within \$19.75M project budget.
- The coop will continue to receive project related bills, as well as refunds and rebates, the net of which is expected to keep the coop on/under budget.
- Co-op is looking into securing a pilot agreement with the City of Easthampton to reduce the solar project's property taxes on the solar installation to \$500/year, signing up 100 low income subscribers for the River Valley Climate Justice Program through Co-op Power to save 15% on Eversource electric bills
- Critical equipment installed and interconnection will be completed by April 2022.
- Co-op Power is anticipating adding tax equity financing to the project that will enable River Valley Co-op to own the solar array within 5-14

VIII. 7:05-7:50 FY 21 Financial Statement, Audit and Patronage Distribution

- Welcome Bruce Mayer and Brian Dahik, auditors from Wegner CPAs, LLP
- Directors reviewed draft financial statements, patronage recommendation and the auditor's report.
- The accounts of the cooperative, and its majority owned subsidiaries, River Valley Market, LLC, and RVC Properties, LLC, have been consolidated in the financial statements.
- Thank you to Duke and team for great work and for all the documentation behind numbers and the financial processes.
- Internal controls are sound.
- Coop benefited from 2 major government programs PPP award was forgiven in fiscal 2021 and recorded as income and full or partial employee retention tax credit

- Patronage distribution dividend of 20% to co-op owners recommended in Audit report.

7:40 Abby moved and Alex seconded a motion to go into Executive Session. The motion passed unanimously with one abstention.

7:40 Executive Session for Directors and Auditors

- Staff and guests went into breakout rooms
- Clerk Alex Riskey Schroeder took minutes

7:50 Angus Brewer joined the meeting.

7:52 Executive Session Ended

Abby moved and Steve seconded a motion to accept financial statements and third-party independent audit reports. The motion passed unanimously with one abstention

Abby moved and Steve seconded a motion to accept patronage distribution dividend of 20% to co-op owners recommended in Audit report. The motion passed unanimously with one abstention.

8:15- 8:25 Break

VIII. 8:25 – 8:40 PM BI 4th Quarter Financial Statements

Gary moved and Abby seconded a motion to accept BI 4th Quarter Financial internal report as a demonstration of acting within board-established boundaries of executive limitations. The motion passed unanimously with no abstentions.

- Sales per labor hour have been lower the last couple of years from adding new employees for two stores.
- Excellent transition from one store to two.
- Co-op still a little understaffed in both stores (90% staffing).
- Co-op is invested in building sales momentum.
- Tax credit funding was phenomenal.

IX. 8:40 8:45 PM Ends Monitoring Report

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

- Directors appreciated continued commitment to community and local purchases.
- Favorite report of the year and demonstrates that we walk our talk.
- Great pictures!

X. 8:45- 8:50 Plan for Calendar Year and Board Make-up

- Mark will step down from the board and his last meeting will be November 17, 2021.
- Mark shared that he has grown and appreciated his time working with the board.
- Directors should consider candidates who might be interested in multiple terms to replace Mark.

XI. 8:50- 8:50 PM D4: Monitoring GM Performance and C9: Monitoring Electronic Communications

- Discussion on how to handle member owner list
- Add to parking lot the need to have a training/discussion on how to implement C9 policy
- D4 is being monitored well

XII. 8:50 8:55 PM Prepare for GM Evaluation

- To prepare for November GM evaluation look at materials “[Always Appoint Principle](#)” video from Columinate’s Cooperative Board Leadership Development library and “[Evaluating the GM](#)” article in Cooperative Grocer magazine.
- Angus and Wendy will excuse themselves for compensation discussion.

XIII. 8:55 PM Next Steps

IX. 8:55-9:00 PM Appreciations

- Jade grateful to work with the board and GM.
- Great staff.
- Thank you Barra for attending.
- Alex can’t wait to meet in person.
- Great job Abby.
- Thanks Mark, Happy Halloween.
- Great results from finance team.
- Appreciation to Mark for his service on the board.

Angus moved and Wendy seconded a motion to adjourn the meeting. The motion passed unanimously with no abstention.

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

- Proposal to invest in tools of support for directors **Abby and Alex**
- Suggestions for an appointment to replace Mark on the board may be directed to **Dorian or Abby**

- Dorian’s Reading suggestions “**Always Appoint Principle**” video from Columinate’s Cooperative Board Leadership Development library and “**Evaluating the GM**” article in Cooperative Grocer magazine.

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, November 3, 2021 5:30-7:30 PM

Next Board Meeting November 17, 2021 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 | Nov 20 | Dec 20 | Jan 21 | Feb 21 | Ma 21 | Apr 21 | Ma 21 | Jun 21 | July 21 | Aug 21 | Sep 21 | Oct 21 |
|------------------------|--------|--------|--------|--------|-------|--------|-------|--------|---------|--------|--------|--------|
| Steve Bruner | X | X | X | X | X | X | X | abs | X | X | X | X |
| Dorian Gregory | X | X | X | X | X | X | X | X | X | X | X | abs |
| Angus Brewer | | | X | X | X | X | X | X | X | X | X | X |
| Mark Devlin | X | X | X | X | X | X | X | abs | 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 | abs | X |
| Emily Laine | X | X | X | X | X | X | X | X | X | abs | 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 |

