

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes In Person and on Zoom video-conference
February 22 2023 6:30- 9:00 PM

Board Members Present: President Abby Getman Skillicorn, Vice-President Alex Risley Schroeder, Clerk Barra Cohen Treasurer Elizabeth Appelquist, Wendy Messerli, Angus Brewer, Angela D'Souza

Co-op Management Present: General Manager Rochelle Prunty, Director of Marketing Natasha Latour, CFO Duke Bouchard

Absent: Gary Schaefer, Sarah Abigail Axe

Facilitator: Jade Barker

Zoom Host: Executive Assistant Debbie Marshall

Notetaker: Beth Skinner Co-op Leadership Administrator

Presiding: President Abby Getman Skillicorn

Meeting convened @ 6:30 PM

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

II. 6:35 6:40 PM Agenda Review and Approve Minutes

- Abby will do the ice-breaker for the March meeting.
- Alex moved and Wendy seconded a motion to approve the January 2023 minutes. The motion passed unanimously with no abstentions.

II. 6:55- 7:00 PM Action Items

- Email revised Code of Conduct to Debbie **Directors In Process**
- Make sure all directors are receiving the Columinate trainings **Beth In Process**
- Figure out who is going to CCMA and opportunities for RVC board presentation at CCMA **Directors In Process**
- Abby will follow up with Peggy about the board meeting **Done**

III. 7:00-7:10 PM Committee Overview & Assignments

- Angela will chair Election committee (Alex will not be seeking another term and will serve)
- Elizabeth and Angus are interested in Annual Meeting
- DEI work is for entire board

7:10-7:20 PM River Valley Market LLC and RVC Properties LLC Board Resolutions

Abby made a motion and Alex seconded to accept Board Resolutions with noted changes (Barra's address) and authorize Rochelle as a signer for the liquor license. The motion passed unanimously with no abstentions.

ENTITY VOTE Application for Multiple Amendments FEB 2023 EASTHAMPTON

The Board of Directors or LLC Managers of River Valley Market LCC duly voted to apply to the Licensing Authority of Easthampton and the Commonwealth of Massachusetts Alcoholic Beverages Control Commission on February 22, 2023

CORPORATE VOTE Northampton Community Cooperative Market Inc.

The Board of Directors or LLC Managers of River Valley Market LLC duly voted to apply to the Licensing Authority of Easthampton and the Commonwealth of Massachusetts Alcoholic Beverages Control Commission on February 22, 2023 "voted to authorize Rochelle Prunty to sign the application submitted and to execute on the Entity's behalf, any necessary papers and do all things required to have the application granted."

CORPORATE VOTE Approving Officers And Acknowledging Current Directors February 22, 2023 Northampton Community Cooperative Market Inc.

INCUMBENCY CERTIFICATE AND CORPORATE VOTE Northampton Community Cooperative Market Inc.

RIVER VALLEY MARKET LLC vote to authorize change in directors of the member Northampton Community Cooperative Market Inc.

7:20 PM Duke joined the meeting

IV. 7:20-7:40 PM BI: Financial Condition & Analysis (2Q)

Abby made a motion and Elizabeth seconded to accept internal report as out of compliance within board-established boundaries of executive limitations and accepting the plan to get back into compliance. The motion passed unanimously with one abstention.

- Sales per labor hour is good
- Aggressive budget
- Northampton sales are flat and Easthampton has double digit
- Customer count is up in both stores
- Net income is not where it needs to be because margin is below where it should be
- Food for All is growing

V. 7:40-7:50 PM B4: Membership Rights & Responsibilities

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

- Membership has grown on average by 1,000 members yearly
- Appreciate the detailed and exciting report

VI. 7:50-8:05 PM Board Budget

- Discussed CCMA - Elizabeth, Wendy, Abby, and Angus are interested in attending

Duke left the meeting

Break 8:05 8:10 PM

VII. 8:10- 8:30 PM

D1 Unity of Control, D2-Accountability of the GM, D3-Delegation to the GM, D4-Monitoring GM Performance

- Directors receive ongoing training through Columinate
- External audit is important part of monitoring

VIII. 8:30 PM Discussion of pros and cons of meeting types, and overlay with agreed covid precautions

- Board decided to continue with both in-person meetings with covid testing and zoom availability

Next Steps

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

- Wendy and Alex will rewrite code of conduct for March meeting with the DEI additions already added to policy C5
- Ask Gary and Sarah if they are interested in CCMA and committee work **Beth**
- Need covid tests at office **Debbie**
- Alex will send out list of committee members
- Rochelle has presents in office for some directors
- Sign conflict of interest and revised code of conduct **Directors**

Appreciations

- Jade's facilitation
- Humor and compassion

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

8:45 PM Meeting Adjourned.

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 March 8, 2023

Next Board Meeting will be March 22, 2023 6:30-9:00 PM

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	Mar 22	Apr 22	Ma 22	Jun 22	July 22	Aug 22	Sep 22	Oc 22	No 22	Dec 22	Jan 23	Feb 23
Angus Brewer	X	X	X	X	X	X	X	X	X	X	X	X
Alex Risley Schroeder	X	X	X	abs	X	X	X	X	X	X	abs	X
Gary Schaefer	X	X	X	X	X	X	abs	X	X	X	abs	abs
Abby Getman Skillicorn	X	X	abs	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	abs	X	X	X	X	X	X	X	X	X	X	abs
Angela D’Souza	X	X	X	X	X	X	X	abs	X	X	X	X
Elizabeth Appelquist	X	abs	X	X	X	X	X	X	X	X	X	X
Barra Cohen	X	X	X	X	X	abs	X	X	X	X	X	X