

Northampton Community Cooperative Market, Inc.
Board of Directors Meeting Minutes In Person and on Zoom video-conference
October 26, 2022
6:30- 9:00 PM

Board Members Present: President Abby Getman Skillicorn, Vice-President Alex Risley Schroeder, Clerk Gary Schaefer, Treasurer Elizabeth Appelquist, Wendy Messerli, Angus Brewer, Angela D'Souza, Barra Cohen, Sarah Abigail Axe (zoom)

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

Guests: Courtney Fahlin owner number 11796

Absent: Angela D'Souza

Facilitator: Jade Barker

Advisor: Dorian Gregory

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 6:50 PM Agenda Review and Approve Minutes

- Abby will do the ice-breaker for November meeting.
- Abby moved and Elizabeth seconded a motion to approve the September 2022 minutes with corrections. The motion passed unanimously with one abstention.
- C6: Officers Roles will be first on agenda.

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

- Need tools of support contact **Abby** or **Elizabeth In Process**
- Add corrected minutes to RVC website **Beth In Process**
- Interested in tabling at upcoming coop events contact **Natasha In Process**
- Beth will send out calendar updates **In Process**
- Nov. 30 will be the board meeting **Done**

- Remind Abby of the word count for the President's report **Natasha Done**
- GM, President and Treasurers report due by Oct. 21 to Natasha **Done**
- Possible zoom meeting Oct. 24 7:00 PM for Directors to go over audit before board meeting **Done**

River Valley Market LLC and RVC Properties LLC Board Resolutions None

7:00-7:10 PM C6-Officers' Roles

- Succession and leadership development is important
- Possible to have guest directors at executive meetings
- Put in parking lot to change his/her when referring to an officer in role descriptions to singular "they".

7:00 PM Duke joined the meeting

III. 7:10-7:35 PM FY22 Financial statement audit Wegner CPAs, LLP with auditor Brian Dahik

Wegner CPAs audited the financial statements of Northampton Community Cooperative Market, Inc., which comprise the consolidated balance sheets as of June 30, 2022 and 2021, and the related consolidated statements of income, equity, and cash flows for the years then ended, and the related notes to the financial statements. Directors reviewed draft financial statements, patronage recommendation and the auditor's report.

- Wegner concludes that the financial information is correct and River Valley Co-op receive the highest score that can be received. Thank you to the River Valley financial team
- Challenging fiscal year was very complicated with the new store, market tax credits etc.
- Money to build the Easthampton store was from member loans, bank loans, and about \$5 million in economic development funding from the NMTC program.

Abby made a motion and Angus seconded to go into Executive Session. The motion passed unanimously with no abstentions.

IV. 7:35-7:41 PM Executive Session

Minutes taken by Clerk Gary Schaefer

Special thank you to Brian Dahik for reviewing the audit with the board

- Abby moved and Gary seconded a motion to accept the financial statements and third-party independent audit reports and decides patronage distribution to co-op owners. The motion passed unanimously with three abstentions.

Break 7:44-7:51 PM

V. 7:51-8:11 PM Ends Report

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

Opening a second location in FY 2022 was a major expansion of our cooperative business and a stride forward toward our global ends policy: a just marketplace that nourishes the community.

- Our mission includes relationships to community, vendors, staff, and the broader cooperative community
- Accomplishment is about our triple bottom line—people planet profit

VI. 8:11-8:25 PM Election Committee

The slate that the Election Committee proposed and was affirmed by e-mail vote and was passed unanimously with three abstentions.

- Barra Cohen
- Courtney Fahlin
- Abby Getman-Skillicorn
- Wendy Messerli

Alex moved and Gary seconded a motion of ratifying the e-mail vote on the slate of candidates proposed by the election committee. The motion passed unanimously with three abstentions.

VI. 8:25-8:40 PM Annual Meeting

- Meeting will be at Mill 189 Park on De. 10 from 2-4 with refreshments
- Possible to have winter celebration in the city park behind the building
- David Brule will do the keynote address: Occupied Massachusetts: Finding a Path Forward and is a member of the Nehantic nation and Nolumbeka Project, Inc.
- Awashooks, Wise Bear by David Brule
- Stories of the stars: An Astronomers View by Llama
- Elected board directors will attend the December board meeting and a board orientation
- The 2023 board calendar will be reviewed at the January 2023 board meeting

VIII. 8:45-8:50 PM Board Teaming Opportunities

- Possible zoom meeting Oct. 24 for Directors to go over audit before board meeting.
- Co-op Café offered by Columinate on Oct. 19, 22, and 26.

Next Steps

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

- Need tools of support contact **Abby** or **Elizabeth In Process**
- Add corrected minutes to RVC website **Beth In Process**
- Interested in tabling at upcoming coop events contact **Natasha In Process**
- Beth will send out calendar updates **In Process**
- Nov. 30 will be the board meeting
- GM, President and Treasurers report due to Natasha **In Process**
- Put in parking lot to change his/her when referring to an officer in role descriptions to singular "they"
- Further conversation of Ends report at an upcoming board meeting

Appreciations

- Thanks for the preparation that goes into monitoring reports for board meetings
- Appreciate Rochelle, Duke, Wendy and Natasha for their work
- Thank you to Dorian for audit preparation

9:00 PM Angus moved and Abby seconded to adjourn the meeting. The motion passed unanimously with no abstentions.

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 16, 2022

Next Board Meeting November 30, 2022 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 | No 21 | Dec 21 | Jan 22 | Feb 22 | Mar 22 | Ap 22 | Ma 22 | Jun 22 | July 22 | Aug 22 | Sep 22 | Oct 22 |
|---------------------------|----------|-----------|-----------|-----------|-----------|----------|----------|-----------|------------|-----------|-----------|-----------|
| Angus Brewer | abs | X | X | X | X | X | X | X | X | X | X | X |
| Alex Risley Schroeder | X | X | X | X | X | X | X | abs | X | X | X | X |
| Gary Schaefer | X | X | X | abs | X | X | X | X | X | X | abs | X |
| 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 |
| Sarah Axe | | X | X | X | abs | X | X | X | X | abs | X | X |
| Angela D'Souza | | X | X | X | X | X | X | X | X | X | X | abs |
| Elizabeth Appelquist | | X | X | X | X | abs | X | X | X | X | X | X |
| Barra Cohen | | | X | X | X | X | X | X | X | abs | X | X |