

SRFC BOARD OF DIRECTORS MEETING
January 20, 2015 6-9 pm
Final Minutes

Syracuse Real Food Cooperative Ends Policy: *The Syracuse Real Food Cooperative is a sustainable, thriving, cooperative commerce in our local community centered on an excellent grocery store built upon participation and ownership.*

Meeting Ground Rules:

- Assume everyone wants the best for the Co-op and community.
- Make a personal commitment to making a positive contribution. Be aware of yourself and how what you feel, say and do impacts others.
- Truly listen to others' views with curiosity and without interruption.
- Be willing to understand and explore diverse views, not just defend your own.
- Do not dominate the meeting time. Seek balanced participation among directors. Adhere to time allotments.
- Use a "parking lot" for important ideas and issues not directly related to the topic.
- Have fun.

Meeting Guidelines for Guests:

We welcome members of the Co-op to attend Board meetings as guests.

- The Board meets once per month. To help us be efficient in our work, the Board follows a carefully prepared agenda. We ask that all guests be respectful of the Board's process and not interrupt during discussions and voting.
- We welcome your questions and comments during our Member Forum item on the agenda. Please limit your comments to five minutes. If you feel that five minutes is not enough time, we ask that you request an agenda item be added to the following meeting so that the Board may allow the appropriate time to hear your comments.
- Requests for information and answers to questions from the Board of Directors may be discussed at a following meeting. The Board speaks with one voice and we want to make certain that we have given your comment the attention it deserves.
- The Board may decide that your concern is an issue that has been delegated to the General Manager, and therefore refer you to the GM for next steps or response.
- Some of the information discussed at Board meetings is related to confidential information. We reserve these conversations for Executive Session, and will request that guests excuse themselves during this agenda item.

Minutes submitted By: Debra Lee Gertz

Present: Thane, Larry, Meagan, Deb, Andrew, Julie, Jamie, John, Abigail, Karl, Dan, Tom, Jeremy

Meeting commenced: 6:04pm

Meeting adjourned: 9:12pm

Check-In: go around with sharing what we left behind to arrive and be present for this meeting.

Agenda Review: add 7e: make a resolution for authorizing signers on co-op accounts.

December Meeting Minutes: Acceptance of minutes as submitted with 1 change being Julie's absence being recorded as excused. Moved by Larry, Seconded by Andy, Abstaining- Julie, Jamie, John, Abigail. All in favor

Finalize Election: Deb moved to approve election results as stated in Meagan's email dated January 2 Andy seconded, Abstentions-Jamie, John, Abigail, Larry. All others voted yes to approve

We read and signed the Code of Conduct Agreement

We read and signed Conflict of Interest disclosures

We elected and approved new and old officers:

President-Meagan, Vice-President-Andrew, Treasurer-Larry, Secretary-Deb

Appreciations for out-going board members were shared

Orientation was presented by Thane of Governance Overview process and Board Binders were distributed and updated with changes in policies made over the past year.

Board Administrative Matters:

Annual Calendar created by Meagan and discussed.

Review of B2 policy will be moved to the next meeting or the April meeting. Please review and send out questions to Jeremy.

B9 will be moved to July or August and B8 on the Environment was presented by Jeremy without comment and no action was taken. If there are questions please direct to Jeremy but the present thinking is that there is not a need to review again until next year. Perhaps B8 should be deleted and the information included in the ends reporting (added to bike rack).

Monthly meetings will take place on the 4th Tuesday of the month for the next 5 months, except in April when it will fall on the 3rd Tuesday. (2/24,3/24, 4/21, 5/26, 6/23)

Board Rotation was clarified

terms ending 2015 are Thane, Julie, Jamie

terms ending 2016 are Deb, Meagan, Andy

terms ending 2017 are Larry, Abigail, John

Store Report: FYI-Jeremy presented his report on current operations in the store explaining the key indicators and answering questions. Jeremy reported that the member drive successfully hit its goal of collecting \$12,000 in equity. This was done in 7 months with 181 new members. There are plans to launch a similar campaign in November. Staff changes were reported and a focus on Grocery has begun. The paperwork for the guarantors for the Facade Mortgage will be forthcoming soon. And the final Audit report will be sent out digitally and circulated soon.

Board Admin (continued)

Attendance (Absence) Policy was discussed and policy changes made.

D5.8 now reads-

Any Board member who fails to attend 3 consecutive meetings or 4 meetings out of 12 consecutive months shall present their proposed resignation to the Board which shall determine by a 2/3rds majority vote whether to accept that resignation.

D5.5.1 now reads-

Board members should regularly attend and actively participate in the Board's meetings, training sessions and retreats and shall notify the Board secretary in advance if they are unable to attend.

Thane moves to accept these policy changes and Meagan seconds. Jamie voted No, All others were in Favor and no abstentions.

There was a resolution to authorize signers on co-op accounts:

Meagan, Andy, Larry shall have signing privileges with Jeremy having information access only.

Thane moved and Julie seconded. None opposed, none abstaining, all in favor.

Board Executive Session

New board orientation and on-going strategic matters discussed.

Bike Rack-

schedule May board retreat

reminder March 7 coop cafe in Keene NH

Deb to complete minutes for General Membership meeting in December

type up and add to binders changes to D5.5.1 and D5.8 policy

update contact sheet for all board members

clarify location of future meetings

B8 Environment-should this be deleted as it duplicates reporting we receive in response to our Ends?