

SRFC Board Meeting Minutes

December 22, 2015

prepared by Debra Lee Gertz

Board meeting commenced at 6pm on December 22, 2015

Present: Larry, Meg, John, Deb, Steve, Thane, Julie, Tom (board member elect), Briana (board member elect), Jeremy and Karl Newton (guest)

Absent: Andrew-sick, Abigail-?

Preliminaries:

1. Welcome and Ends Reading
2. Ground Rules & Guest Meeting Guidelines - waived
3. Agenda Review- Due to time pressures of holiday travel for some, we resolved to move through the agenda steadily and quickly. The order of items was also rearranged.
4. November Meeting Minutes (submitted by Thane) - John motioned to accept and Larry seconded, All in favor with Deb abstaining.

Board Admin & Planning:

1. Confirm Election Results (new terms effective 1/1)
Thane motions to accept election results from voting that closed. John seconds, Steve abstains and all in favor.
Steve, Briana and Tom appointed to 3 year terms in accordance with the member votes.
2. 2016 Officer Roles - new officers will be elected in January.

Board Education & Outreach

1. Annual Meeting Debrief - My Lucky Tummy provided a wonderful meal and helped to attract member participation. We still need a better strategy for getting quorum, and at the meeting members suggested some ideas (like a phone tree). We could consider providing a more complete, sit down dinner next year as part of making the annual meeting a more high-profile event, "annual meeting and dinner." The reception and check in process went smoothly and worked well. Generally, the feedback was very positive from members; people liked to open dialog format and felt like they were heard. There were a few complaints about the meeting not convening at the posted time. We could mitigate that, and still allow time for people to arrive and get registered, by having other programming at the start of the event (before the meeting formally convenes).
2. Member Forums Next Steps- Roughly 20 members (including board members) participated in the first forum and 15 at second. discussion. Jeremy received comments about issues of accessibility of meetings, being that they were held in the store, and that we scheduled both meetings for Tuesdays. There will be a write up for the January *New Leaf*

and Jeremy will write a piece regarding the discount. Jeremy is considering taking action on the discount item after the first quarter.

3. Calendar - Clarification for 1/26 as the next board meeting. John may be traveling and we will need an alternate location. At this moment we will be staying with Tuesday evenings for meetings and the new year board folder on Drive has the calendar for the year.

4. Annual Reflection - Complete online for review in January. Please do by January 8 and it will be reviewed at next board meeting.

5. 2016 Education Plan - Please comment on future training needs/interests at the end of the self-evaluation form.

6. CBLD Training Schedule 2016 -

January 9 - Keene, NH

July 9 - Buffalo, NY

CCMA this year will be in Massachusetts in June.

Board members are strongly encouraged to attend these trainings.

Travel reimbursement is available.

Welcome & Orientation - New Directors

- Board Binder containing policy register, by laws, articles of incorporation provided to new board members; updated policy register sections given to ongoing members. Annual Board Calendar (current draft) and Board Member Rotation documents shared - these should also be stored in Board Binders. Please read through and bring to meetings or be prepared to access electronically.
- Cooperative Principles- Jeremy discussed
- About CBLD cdsconsulting.coop - Thane reviewed
- 4 Pillars of Cooperative Governance - Thane reviewed
- Policy Governance Quick Guide - Thane reviewed
- Monitoring Reports Decision Tree - Thane reviewed
- Preparing for Board Meetings -Packet sent out a week prior to meetings. Board asked to review before meeting and to send questions in advance.
- ***Thanks to outgoing board members!***

GM Reporting

1. FYI Report

Board encouraged to try Rosie.

The store was open Thanksgiving with good sales and a skeleton staff. Store will stay open other holidays, except Labor Day.

The quarter-end inventory count is coming up; projected quarterly margins will be revised based on actual results, but projections have been fairly conservative.

Jeremy spoke with CDS consultants Mark Braverman and Bill Gessner, and it was a reality check for future operations and plans. At this time the Co-op will not pursue a market study yet, but will consult with a CDS store design architect to improve infrastructure and maximize space, sales, earnings at the current location.

2. Audited Financial Statements 6/30/2015

Jeremy was satisfied with the audit as we received an unmodified opinion.

The board discussed the Management Letter with Jeremy, with particular attention to best practices implemented during FYE 2015 and Jeremy's plans for FYE2016.

The Board acknowledged receipt of the auditor report and has no further comments. The results of the year were strong and we are very grateful for Jeremy's great performance and Wegner's assistance. Larry moves to approve the report and Steve seconded. All in favor.

3. GM Monitoring

B7 - Larry motions to approve, Deb seconds. Thane abstains. All in favor.
B8 will be revisited in January

Board Monitoring

1. Teamwork in 2016 - Every board member will choose a board report to be responsible for. Please be prepared to volunteer for a board policy when we finalize the annual calendar at the January board meeting.

2. D1 Governing Style (verbal) will be revisited next meeting.

3. D7 POSTPONE (to be deleted?)

Meeting Adjourned at 7:55pm
John moves, Deb seconds and all in favor....

Happy New Year, everyone.

Bike Rack

- (January: Updated Certification of Compliance and Conflict of Interest Disclosures, Election of Officers - per calendar)
- Finalize annual calendar --
 - Board policy monitoring assignments
 - D1 Board Monitoring (postponed)
 - B8 GM Monitoring (continued)
 - Annual reflection (complete electronically)
- Complete policy register revision! Update binders
Planning to complete C and D in 3 parts, Jan-Mar