

SRFC BOARD OF DIRECTORS MEETING  
March 28, 2017  
MINUTES

Board Meeting Commenced @ 6:04

Present: Meg, Deb, Andy, John, Larry, Jeremy, Scott, Jen

Absent: Steve, Abigail, Anthony (advanced notice)

**Preliminaries**

Ends: read by Meg

Ground Rules / Guest Rules: waived

Guidelines for Guests: waived

**Member Forum**

Larry voiced the concerns of an honorary member who had reached out to him about why he wasn't eligible for a patronage dividend. Without an equity stake he was ineligible for the dividend. Staff members receive honorary membership for the duration of their employment and received dividends, so it was suggested that membership classes should be clarified (with the "honorary" class potentially being discontinued) and related laws and tax requirements should be looked into.

**January Minutes**

Larry motioned to accept, seconded by Deb. Jeremy requested an amendment to the wording of one item. All voted in favor (absent Steve, Abigail, Anthony).

**GM REPORTING**

A. FYI Report

- 7 new members in January. We should be planning for fewer new members and less new equity. Jeremy would like to create a form on the website for exiting members to request equity refunds.
- The format of the New Leaf is switching from the 16 page newsprint to a 4 page, 8 ½ by 11 pamphlet. This will require less content generation and the printing and mailing costs are about the same. It will have a cleaner design, and an updated, more attractive and professional look. The mailer side and back side could be used as advertisement space for store events such as the spring meeting and founder's day sale. With less advertising space Don will be selecting long-standing, mission driven companies such as Cooperative Federal, Equal Exchange, etc. We will be switching back to quarterly issues.
- The store will have new produce dry tables by next week. Josh, the NCG Eastern Corridor Produce Specialist will be coming to help with setting up the tables, merchandising, and advising about operational things. He will also be giving us a recommendation for a new produce cooler.

- Jeremy and Scott looked at a space in a building downtown for a potential expansion. It was the most promising lead yet in the search for a second location downtown. The Downtown Committee would possibly help fund the cost of a market study.
- Margins are okay, ratios are good. The beer department is down, as the market for craft beer is changing including new competition. The cheese department is also down, and Scott plans to work on product mix and margin.

#### B. GM Monitoring Report

- B.1 Financial Condition: Larry motioned to accept, seconded by Andy. This report is for the quarter ending December 31, 2016. Jeremy will propose a change to the benchmark for item 5 next year. Ratios look good despite sales decline. All voted in favor to accept the report (absent Steve, Abigail, Anthony).
- B.6 Staff Treatment: John motioned to accept, seconded by Meg. This report is similar to last year's. Jeremy will be prioritizing an externally facilitated staff survey, potentially using CDS consultants for this. The co-op's wages are above what is considered a livable wage in the city of Syracuse, and the lowest tier health insurance plan we offer is now covered entirely by the co-op. All voted in favor to accept the report (absent Steve, Abigail, Anthony).

### **BOARD ADMIN & PLANNING**

#### A. Frequency of Board Meetings

John had suggested reducing the frequency of board meetings, but after speaking with our CDS consultant decided this may not be the best option. Less frequent board meetings might contribute to the overwhelm and alienation of new board members which may make it harder to retain them. It was instead suggested that the board make the process of reviewing documents more streamlined, which could help to make meetings more engaging and allow the board to focus a bit more on issues of strategy, engagement and our mission. It may be helpful to switch to a consent agenda, which involves board members reading and reviewing reports prior to the meetings, and then accepting them at the meeting.

#### B. Draft Board Budget

Andy motioned to approve the budget as written, seconded by John, all voted in favor (absent Steve, Abigail, Anthony).

#### C. Plan FYE17 Audit

The audit has been scheduled. It would be less expensive without having the auditor visit the store in person, but Jeremy sees value in having her present and available to meet with the board. Meg motioned to authorize Jeremy to get a cost proposal from Wegener, seconded by John, all in favor (absent Steve, Abigail, Anthony).

#### D. Schedule GM evaluation

The board will conduct the evaluation in an executive session at the May board meeting.

#### E. Update on Board Recruitment

There will be a Board Perpetuation Committee meeting on April 5. There is still a vacant seat that needs to be filled. Board members tossed around some ideas for prospective board members. The Treasurer position will need to be filled when Larry leaves, and it was suggested that a finance committee of non-board members could potentially be convened to support this position. Jeremy would support the creation of an audit committee.

### **BOARD EDUCATION & OUTREACH**

#### A. Spring Membership Meeting

The spring membership meeting will be Saturday, May 20, which will co-occur with the founder's day sale. Jeremy would like to plan a rebrand-reveal and a focus group for the meeting to draw attendance. The meeting will be from noon to 3 p.m. with the rebrand focus group meeting at 1. Plans will be finalized at next month's board meeting.

#### B. Permaculture Garden

Meg may design an ad for the New Leaf with a call for volunteers. She would like for the work to be more volunteer-based so that it falls less on staff and board members. The goal for this year is to move the trash cans so that a path to the backyard can be created.

#### C. Discuss Current Committees

Jeremy will be sending the branding survey to the branding committee and to Damien so he can begin designing the new logo. There will be a monthly executive committee meeting from now on as well.

### **BOARD MONITORING**

#### A. Policy C: Board/GM Relationship

It was decided to discuss this through email and approve at the next board meeting.

#### B. Discuss Revision to Policy A: Ends

The Ends Policy should be updated and reworked with the "big direction" format and ideas from last year's retreat in mind. Researching what other co-op board's ends statements look like may help with this. Having a clear operational ends policy helps us communicate with the community and tell our story. Revision sessions will be planned and scheduled.

#### C. Board Monitoring Assignments

The May board monitoring report will be assigned at the next board meeting.

**Adjourned at 8:01 pm.**