

SRFC BOARD OF DIRECTORS MEETING
October 25, 2016
FINAL MINUTES

Board Meeting Commenced @ 6:08

Present: John, Deb, Abigail, Larry, Meg, Briana, Tom, Jeremy, Jen, Tony (Candidate)

Absent: Andy (with notice), Steve

Preliminaries

Ends: read by Abigail

Ground Rules / Guest Rules: read by Meg

September Minutes

Tom motioned to accept the minutes as submitted. Seconded by Larry. Briana, Abigail, Tom and Meg abstained due to absence during the September meeting. All other board members in favor (absent Andy, Steve). Andy subsequently voted to approve by email (documentation pasted below).

GM REPORTING

A. FYI Report

- Two-thirds of new members in the past month are students.
- Jeremy is considering working with an intern from SU in the spring semester. Possible areas of internship may be instituting the new brand, or working in produce or governance. The internship would be around 12-15 hours each week.
- A produce specialist from NCG will be coming out for a couple of days to evaluate produce operations. We are going to be getting new dry tables and wet racks for the produce department, which will cost around \$1,500 and NCG will be subsidizing \$1,000 of the cost.
- We are working with an architect to form a plan for our remodel, which will take place in a few stages.
- Jeremy requested that the board authorizes the cost of new shelving. It should cost around \$8,600 before taxes and freight. John motioned to approve spending a maximum of \$12,000 on shelving expenses. Tom seconded, all in favor (absent Andy, Steve). During discussion, board noted that Jeremy should be careful to minimize expenses for fixtures, etc. in Kensington Street store, in the event that the cost of renovating the current facility is deemed infeasible. Jeremy agreed and said that the shelving he plans to purchase would be moved to a new facility.
- Rosie will be launching a redesign of their website and app in January/February. Our Rosie sales are fair, but could be better.
- All Key Indicators are above benchmarks!!
- Sales growth is a bit negative Fiscal YTD (Q1), but this is consistent with prior year patterns. Growth is still better than inflation for the Calendar year to date.

B. GM Monitoring Report: B7 - Membership Training

Meg motioned to accept as submitted, seconded by Deb, including the modification discussed by email that is missing from the written report in the packets: in response to 1(b), Jeremy will update the Member Welcome Letter to explicitly reference limitations on member equity refunds; this policy will be re-monitored in January 2017 to ensure the correction has been made. All in favor, none abstained (absent Andy, Steve).

C. GM Monitoring Report: B8 - Treatment of Customers

Abigail motioned to accept as submitted, seconded by John, all in favor, none abstained (absent Andy, Steve).

BOARD ADMIN & PLANNING

A. Draft 2017 Calendar

John started a draft calendar for 2017. John proposed that the board's goal for the new year should be transparency and to focus on clearly communicating with members by improving channels of communication and balancing the different interests of our members. This should direct the board's agenda for upcoming board education topics. Scheduling a new board member orientation, discussion of the ends policy, and board retreats, member forums and surveys were also discussed. A final version of the Calendar will be approved in January, including meeting dates for the remainder of that calendar year and Board policy monitoring assignments.

B. CBLD Contract Renewal

There was further evaluation of CBLD membership and the board agreed to work on transparency and communication with membership around the reasons CBLD is so valuable to our Co-op. We have scholarship funds in place to subsidize CBLD fees through the end of the calendar year, and will receive a new scholarship for 2017. John motioned to renew, seconded by Meg, all in favor (absent Andy, Steve).

C. Committee Reports

- Board Perpetuation: The board perpetuation committee will meet before the end of the year to discuss new board member orientation.
- Branding: The branding committee still needs to be formally chartered. Ideally the committee will be made up of two board representatives, two staff representatives, and one member. The committee will meet in November to discuss a charter and recruiting other committee members. This will be mentioned at the Annual Meeting.
- Garden: No report.

D. Upcoming Dates:

11.14 or 11.21 (TBD) - Monthly CBLD Call
11.16 Annual Membership Meeting
11.22 Board Packet Due
11.29 Monthly Board Meeting

BOARD EDUCATION & OUTREACH

A. Fall Meeting

There was discussion about announcing patronage at the annual membership meeting, but the board needs to formally accept the audit report first. Because this is the first year we will be giving patronage dividends, it's important to be as clear and transparent with members as possible about how it works. One way to do this would be to create a handout explaining patronage in easy-to-understand terms. CDS has a Patronage Primer the board can review.

Reports are due to Jeremy by 11/2, so that he can have the meeting packet laid out and published about 2 weeks prior to the Annual Meeting. Jeremy showed a draft of his Store Report and requested feedback; Meg's President's Report is in progress. Larry and Jeremy will touch base on final numbers for the Treasurer's Report.

The ad-hoc meeting committee (Meg, Abigail, Deb, Briana) will meet after tonight's meeting to discuss meeting logistics -- registration, election, packets etc. -- and will follow up with Jeremy and Don as needed.

BOARD MONITORING

A. Board Monitoring Report: D.3 - Agenda Planning

Verbal report by Abigail. John motioned to open discussion, seconded by Deb. There was discussion of starting board meetings with reviewing the calendar. All in favor (absent Andy, Steve).

Open session adjourned and Executive session began at 8:30 P.M.

EXECUTIVE SESSION

Board members had a conference call with our auditors from Wegner to discuss the draft audit report. No action taken.

ATTACHMENT:



Meagan Weatherby <megweatherby@gmail.com>

Andy - need your approval of September minutes

Andrew Erickson <andrewsonoferick@gmail.com>
To: Meagan Weatherby <megweatherby@gmail.com>

Sat, Nov 26, 2016 at 11:03 AM

Cc: John M Craddock <jmcraddo@syr.edu>, Jeremy DeChario <Jeremy@syracuserealfood.coop>, Jen Eldridge <jen@syracuserealfood.coop>

They look good to me. I vote to accept

Andrew Erickson
Cellular Telephone

On Nov 26, 2016, at 10:57 AM, Meagan Weatherby <megweatherby@gmail.com> wrote:

Hi Andy,

We had a quorum at the October board meeting, but only 4 of the directors present had also been present at the September board meeting. Therefore, can you please review the attached September draft minutes, and reply to let us know your vote on the motion to approve them?

 [9/27 board meeting draft minutes](#)

thanks!
Meagan