

**SRFC BOARD OF DIRECTORS MEETING**  
**February 24, 2015 6-9 pm**  
**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, Julie, John, Abigail, Jeremy

**Absent with advanced notice:** Andrew, Jamie

**Meeting commenced:** 6:03pm

**Meeting adjourned:** 9:05pm

**Check-In:** go around with what most looking forward to in springtime

**Agenda Review:** add item 7b. (moved from bike rack) Discuss/decide re: eliminating B8 in policy register as redundant

**January Meeting Minutes:** Acceptance of minutes as submitted. Moved by Larry, Seconded by John, No discussion, none abstaining, none opposed, all in favor.

**GM FYI Reporting:** Jeremy gave his report on the coop's activities and highlighted Gabriel and Reina for their strong skills in their departments. In terms of major expenditures, the ice cream freezer is back in working order. An update was given on the facade mortgage which now includes a restructuring of the balloon payment and modifying of terms without refinancing a new loan with the Coop Fed. The co-op has engaged with Rosie on-line delivery service and will launch a closed beta test around May1st to try out the system. Jeremy is hoping for an August 1st actual launching of the service.

**GM Monitoring:** The board voted to approve Jeremy's monitoring report re: B3 Financial Condition. Moved by Larry and seconded by Thane, none abstaining, none opposing. Jeremy will add a date to the attachment that lists progress toward achieving the Auditor's Recommendations for Internal Controls, and will also add a note indicating that the debit card transactions will be reconciled and reviewed monthly by an account signer. Jeremy advised that he is working toward training Scott for emergency succession; this is the second time B3 was done in collaboration with Scott and Jeremy and Scott intend to do B1 together next time. The Board voted to defer monitoring of B2 Financial Planning until April to be consistent with the budgeting cycle for the new fiscal year. Moved by Thane, Second by Larry. All were in favor, none opposing, none abstaining.

**Board Outreach and Education:**

The New Leaf deadline is 3/12 and John offered to draft an article in the coming week and communicate with Jeremy about subject matter.

Regarding the member engagement survey, Jeremy shared preliminary responses.

The Board discussed how to better support Frank's work on the Permaculture Garden, and Jeremy will share Frank's plant wish list with the board.

The board watched and then discussed a coop cafe video by the General Manager of Daily Groceries in Athens Georgia.

We were reminded and encouraged to attend the Coop Cafe coming up on March 7 in Keene Valley which will focus on how coops can thrive in a competitive environment.

**Board Monitoring:**

D5, which is a verbal monitoring of our Code of Conduct was discussed and it was decided to improve its location in the calendar year. The board voted to move this monitoring to January and June. This will be a verbal monitoring with board members signing agreements made. Moved by Thane, Second by John. All were in favor. None opposing. None abstained.

Larry noted that the changes to D5.5.1 and D5.8 made by the board last month do not yet appear in the policy register on our GoogleDrive site--these changes will be made by Thane & Deb who will bring paper copies of the corrected pages to the next meeting.

B8 Environment was discussed and it was agreed that is is redundant with our Ends which specify sustainability as an outcome of the Co-op's activities. The Board voted to eliminate B8 and to leave it blank in the policy register. Moved by Thane, Second by Deb. No abstentions, none opposing and all were in favor.

**Board Executive Session**

The Board will work on an evaluation of the Interim General Manager and will discuss a draft at the next meeting.

The Board voted to discontinue the consulting agreement with Garland McQueen with thanks for his service to SRFC.

The Board will solicit proposals for a store assessment to assist in performance evaluation and enhancement.