

SRFC BOARD OF DIRECTORS MEETING
March 24, 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, Deb, Julie, John, Abigail, Andy, Jeremy

Absent with advanced notice: Meagan

Meeting commenced: 6:00pm

Meeting adjourned: 8:45pm

Agenda Review: approved without revisions.

Check-In: go around sharing noteworthy moments of the day.

February Meeting Minutes: Minutes approved with one correction to correct/delete the second sentence in GM Monitoring paragraph about error in the percentages calculated.. (Moved by John, Seconded by Larry, Abstaining Andrew, all voted in favor, none opposing).

GM FYI Reporting: Jeremy gave his report on the coop's activities and highlighted upcoming New Leaf on April 1, mortgage update, Spring Salt Market (at Saint Claire Theatre, Catawba and Salina Street) on May 1, and proposals for Annual Audit. Jeremy's summer plans include changing bread racks, having a grab and go ice cream freezer and finishing up the liquid bulk section. And the financial report was given, showing positive trends and the best equity raising year since 2010.

GM Monitoring: Jeremy presented his monitoring report on B1 Staff Relations. The board voted not to accept the report without requiring any consequences or corrections as the report contained adequate data but needs better interpretations. This being the case, B1 monitoring does not need to be reviewed

until it comes up again naturally on the scheduled monitoring rotation. (Moved by Thane and seconded by John, none abstaining, none opposing, all voting in favor).

Board Outreach and Education:

The results of the Membership Survey distributed during the Fall Membership Meeting were printed out for the Board's review and help in planning the Spring Meeting. Jeremy will launch a Doodle poll for scheduling of the spring meeting and will also begin an email chain to gather ideas and plan for it.

Board Admin Matters:

--Debit Card Control Policy was discussed and approved with two revisions:

- Changes to number 2 were made which now reads: All transactions for the purposes described in item 1, above, must be made by the General Manager, or by other staff members with documented explicit approval from the GM.
- Number 4 needs clarification about authorized account signers. At this time they are Meagan, Larry, and Andy.

And the board decided also to amend B3.10 to read- The GM shall not fail to comply with the boards debit card control policy. A motion to accept the Debit Card Control Policy and the amendment to B3.10 was then made by Thane, seconded by John, none abstained, none opposing, all in favor.

--Paper copies of the updated policy pages were distributed and it was noted that the changes have been made on the Board's digital copy on the Dropbox.

--Annual Audit Plan- after discussion a decision was made to accept Jeremy's recommendation to continue the relationship with Wegner LLC and to use Cuddy Leeson for the inventory review. (Moved by John, Julie seconded, none opposed, none abstained and all voted in favor).

--Board Budget was reviewed and Thane motioned to accept it, Deb seconded, no one opposed or abstained and all were in favor.

--Vacant Seat on the Board- Discussed at length and the board decided to approach 4 different people to consider appointing to fill the space. Whom ever responded positively will be encouraged to attend the April board meeting but if possible the board would like to be able to decide on an appointment through email discussion before the board meeting.

Board Monitoring:

C- Board/General Manager Relationship.

This report, submitted in writing by Meagan, was organized and the interpretations clarifying. Thane moved to accept the report and Abigail seconded. Larry abstained and there were none opposing. After reading and discussing it, Thane offered to review and possibly revise this policy for brevity. Thank you Meagan and thank you Thane.

D7- Relationship to Members.

The Board read and discussed D7. Noted that we may need to discuss D7.4 Capital Contribution and D7.7 Review of ByLaws. It was suggested to calendar a ByLaw Review. Thane offered to suggest ways to streamline this policy as well.

Board Executive Session:

Store Assessment Proposal- Julie motioned to accept and Thane seconded. The board voted to accept the proposal with all voting in favor, none abstaining and none opposing. The Board engaged in further discussion regarding the IGM evaluation and Andy volunteered to communicate with Jeremy regarding the results of the conversation.

Bike Rack:

Thane will review and offer a proposed revision of C and D7 Board Policies.

B10 Expansion Policy needs to be reviewed and possibly deleted.

Calendar a ByLaw Review.