

**SRFC BOARD OF DIRECTORS MEETING**  
**December 17, 2014 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, Dan, Karl, Larry, Meagan, Deb, Tom, Andrew, Jeremy

**Absent:** Julie (excused)

**Meeting commenced:** 6:03pm

**Meeting adjourned:** 8:45pm

**Check-In:** go around with sharing something new and exciting.

**Agenda Review:** skip check in with Garland and instead have an executive session reviewing the draft audit recommendations.

**November Meeting Minutes:** Approval of minutes as submitted. No changes made, moved by Dan, seconded by Karl, and approved by all.

**Store Report:** FYI-Jeremy presented his report on current operations in the store including new members joined and equity received, staff updates and trainings, New Leaf distributed, the Walk-in update and the Facade mortgage update. Jeremy explained the trends in the financial report. One more guarantor of \$5000 was required for the consolidation of loans with the Coop Fed and Tom Perrault was added to the list. Jeremy will contact guarantors when their paperwork is needed.

**B2 Financial Planning-** it was decided that B2 should be used as a tool with the new, next year's budget and so review of this report was delayed until next month.

**Discussion:** There is a need for the establishment of a 12 month calendar to review policy which will be on the agenda at the beginning of next year. January board meeting will be set once new board is established after the ballots are counted on January 1, 2015.

**Annual General Membership Meeting Debrief-**

Overall very positive gathering. Over 60 members in attendance with food and presentation well received. Some issues discussed were:

-The importance for people to be heard and need for a limited amount of time dedicated to open discussion.

The benefits of getting the reports out earlier and the idea to move the meeting closer to the autumn to include students.

The laborious check-in should be streamlined and membership lists should be supplied that are in alphabetical order. The check-in process should be clarified and decided upon.

The issue of rarely having a quorum should be acknowledged and discussed if needed.

The participation survey will be emailed out after the new year as the written responses were few. Deb will type up minutes and distribute to the board and board consultants asap.

**Executive Sessions with Management and with Board concluded the meeting.**

**Bike Rack-**

old items-

correct references to the proper fiscal year in the by-laws

include an annual calendar as a draft for the January board meeting (including B2)

reminders-

January 10 Keene 101 leadership training

March 7 Coop Cafe

March 15 Board retreat

new items-

January 4 holiday party at Jeremy's

review board agreements and what constitutes excused absences. consider discussion of number of meetings allowed to miss and how to handle this issue in order to have a fully functioning board.

consider a single annual General Membership meeting instead of 2.