

**SRFC BOARD OF DIRECTORS MEETING**  
**August 26, 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

**Present:** Thane, Dan, Karl, Meagan, Deb, Tom, Andrew, Jeremy

**Absent:** Julie, Larry

**Meeting commenced:** 6:05 pm

**Meeting adjourned:** 8:52pm

**Check-in added:** 1 minute go around to share how feeling and how well prepared for the meeting.

**July Meeting Minutes:** Discussion raised by Dan on the brevity of the last minutes report and suggests more detail be included. Acceptance of Minutes moved by Dan, seconded by Tom, none abstaining, none opposing, all in favor.

**Store Report:** Jeremy presented his report on current operations and he shared the dates of the upcoming visit by the Auditor during the week of September 22nd. There was a strong reminder for the Board to come up with 5 new members each for the membership drive. There was an issue with beer sales and a suggestion offered to use a scale for weighing the kegs. There was discussion on the financials and questions raised about how to reconcile the actual numbers with the budget numbers. Dan, Meagan and Thane will work with Jeremy to clarify the weekly numbers reporting.

**The GM monitoring on B3 Financial Condition** inspired discussion in

B.3.1 regarding clarity.

B.3.4.1 regarding getting receipts for taxes paid.

B.3.5 regarding interpretation of Board priorities which needs to be revised to reflect the Boards emphasis on increasing retained earnings and member equity rather than on expansion efforts. Restated to clarify that at this time the priority should be on in-store operations to increase retained earnings and overall equity which is needed in order to support future expansion efforts.

B.3.8 regarding clarity that the coop is working to meet operational expenses, build equity reserves toward expansion but is not profitable enough to pay patronage dividends.

Dan moved to defer acceptance of B.3 Financial Condition until the September board meeting so Jeremy can make the revisions discussed. Tom seconded and all were in favor.

### **Board Admin Tasks**

Motion to establish a Board Perpetuation committee for 2014-15 election cycle and beyond. It was agreed that Thane, Megan, Tom would be on this committee and Jeremy would feed them members who are interested in Board participation. Tom moved, Andrew seconded, All in favor.

Annual meeting set for December 3, 7pm location to be announced.

Discussion of the role of Secretary and decision to remove Julie from that role due need for someone in the role with consistent attendance and to elect Debra Lee to succeed her. Dan moved, Tom seconded, Karl and Deb abstaining and all in favor.

### **Executive Session**

Discussion resulted in a Board decision to

Ask Garland to work with Dan, Meagan, Thane and Jeremy to work on weekly reporting format to give a better picture of store financial performance

Ask Garland to coach Jeremy on getting financial performance numbers to meet the budget particularly for sales & profitability

Ask both Garland and Jeremy to report back to the board on how this goes.

Dan moved, Karl seconded, All in favor.

**Next Board Meetings are set for September 22, October 20, November 17, December 17**

Next meeting review Role of Chair