

**November 2011**  
**Board of Directors Meeting Minutes**  
**Syracuse Real Food Cooperative**  
November 15, 2011 ~ 6:00 – 8:30 pm  
Field House – Thornden Park

Item #	Time	Topic	Leader	Outcome	Related Documents
1	2	Preliminaries <ul style="list-style-type: none"> <li>• Distribute Meals</li> <li>• Q&amp;A with the GM – anything goes!</li> </ul>	Everyone Travis		
2	2	Call Meeting to Order Ground Rules Agenda review Task review Accept October minutes	Dan Dan Dan Dan Dan	Accepted	
3	2	GM Monitoring Report	Travis		
4	3	Store Report & Expansion Update	Travis		
5	3	Committee & General updates (time 5 – 7 min each) <ul style="list-style-type: none"> <li>• Treasurer's Report</li> <li>• Jamie's resignation</li> <li>• Phone calls with Marilyn</li> </ul>	Walley	Accepted	
6	3-4	Annual meeting, date, time, place and requisite mailing, Agenda and Voting	Dan		
7	4	New Board member nominations	Dan		
8	4	CDBL application	Dan	Accepted	
9	4	Policy Register Discussion	Dan	Deferred	
10	4	Meeting Review & set future agenda	Everyone		
11	5	Meeting Adjourned	Dan		

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Present: Karl Newton, Dan Sanders, Julie Longmore, Walley Francis, Thane Joyal,  
Unexcused: Chris Fowler  
Guest: Travis Hance

1     Preliminaries  
Distribute Meals  
Q&A with the GM – anything goes!

2     Dan Called the Meeting to Order at 6:31pm.

Reading of the Ground Rules

Agenda review:

- The Policy Register Discussion is deferred to December's meeting.
- Add: Accept Jamie's resignation; Date of next meeting; Membership list
- Add Membership Records to the Parkinglot

Task review

The October Minutes were accepted as compliant. (Including the corrections)  
(Motion: Walley; Second: Thane) [Unanimous]

The October Executive Minutes were accepted as compliant. (Including the corrections)  
(Motion: Thane; Second: Walley) [Unanimous]

3     GM Monitoring Report: B3-Financial Condition

Was accepted as compliant. (Including changes)

Changes:

- Fix caption on chart 6
- Include \$ sign for Chart 3,4 and 5.
- Add footnote with explanation for chart 3 on page 8.
- July 4<sup>th</sup> – October 2<sup>nd</sup> = First Quarter

(Motion: Walley; Second: Julie) [Unanimous]

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4 Store Report (Travis)

- We finished out October up .26% from last year. November to date we are up .84%
- Amanda has accepted a job as a journalist at the Eagle
- No other staff departures
- Our store reset has returned great early results, the project will be complete next week.
- Our zoning variance was approved
- Our meeting space was also approved for the 4<sup>th</sup> of December

5 Committee & General Updates

Treasurer's Report:

- Things are going well
- Our sales are even with last year's sales
- \$7,500 grant for lighting
- \$2,300 net income for the whole year
- We'll probably do better for the rest of the year because of the store reset and beer sales.

Jamie's resignation

*Motion to accept Jamie's resignation to the board of directors.*  
(Motion: Walley; Second: Julie) [Unanimous]

Marilyn Phone call

- Can all board members be included in the phone calls?!
- Next phone call is December 20<sup>th</sup> at 12pm.

6 Annual Meeting

- December 4<sup>th</sup>, from 1pm to 3pm at Nottingham High School
- The date and time needs to go out to Member Owners ASAP.
- We are not in compliance according to the 2002 Bylaws, but the 2009 Bylaws have a 10-days time limit.
- Facilitator: we need someone who is familiar with "Robert's Rules of Order". Kirby Edmonds is a great choice. (\$600) We need to meet with him prior to the meeting.
- Ron Erenreich will assist Dan with presenting the draft during the Annual meeting.
- Sign In sheet (Julie)
- Dual Ballot: with board Candidates vote and Bylaws vote
- Point of sales of new Bylaws: when there is a majority vote at the Annual Meeting and a 2/3 majority of votes casted at the store: we first need a show of hands by member-owners during meeting to see if we even have majority to move forward. Than the paper ballots are handed out and we can bring it to a store vote.
- Member list needs to be compared with Sign-In list
- We need membership material at Sign-In
- Julie and Travis will meet and finalize the meeting and voting procedures. Thane will help.

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- The election of the board president under the 2002 Bylaws is voted on during the Annual meeting and put on the same ballot with the Bylaws vote and Candidate vote. There will be a line for 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> choices: if someone is nominated, their name will be put on one of the lines.
- Nominations: Karl, Thane and 4 other nominations

Entering the building we are operating under the 2009 Bylaws. As soon as the Annual Meeting is called to order we start operating under the 2002 Bylaws. We choose not to vote on the 2009 Bylaws and choose to vote on the 2011 Bylaws.

Walley wrote explanation of the switchover and the facilitator will read it during the Annual meeting:

**Insert explanation**

7 New Board Member Nominations

- Amanda Wada
- Harriet Brown dropped out
- We need to put on the store website that we are accepting nominations and directions on what they need to do to comply
- We look good on paper when it comes to communicating with members
- We need to work on getting better working according to the New Board Member Application. Julie and Travis will work on updating the Application
- People do not need to fill out the application to run for the board.

8 CBLD application

Motion to accept CBLD application.

- Thane is abstaining because of a conflict of interest and will not participate with the discussion.
- Cost: \$500
- Invaluable

(Motion: Julie; Second: Walley) [4 in favor; 1 abstention]

9 Policy Register Discussion

Deferred to December's board meeting.

10 Meeting Review and set future agenda

- We ended on time!
- It is frustrating we do not get through everything.
- Date of December board meeting: December 20<sup>th</sup>
- Put Policy Committee in Parking lot

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11     The meeting was adjourned at 8:32pm.

**Tasks:**

- Print out all Executive Sessions (Tine)
- Add Footnote with explanation of Chart 3 on page 8 of B3 (Travis)
- Finalize Annual meeting and Voting procedure (Travis & Julie)
- Type up explanation of Bylaws switch over for the Annual meeting and email Tine (Julie)
- Update application (Julie and Travis)