

SRFC BOARD OF DIRECTORS MEETING

October 27, 2015 6:00-8:30 pm

350 West Fayette Street, Syracuse, NY (The Warehouse)

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.

	Time	Topic	Board Action/ Outcome	Leader
*	6:00	Annual Meeting Calls & Emails Reviewed lists to make contact and encourage attendance at annual meeting. <i>Management team to provide contacts list and scripts</i>	Help get quorum at the annual meeting!	All
1.	6:30	Meeting Opening Board Members Present: Julie, Larry, Thane, Deb, Meagan, Steve, John, Abigail. Andy absent (with notice), GM Jeremy present and guest Briana Kohlbrenner (board candidate) present.		All

2.	6:30-6:35	<p>Preliminaries <i>Meeting called to order at 6:40</i></p> <ul style="list-style-type: none"> a. Welcome and Ends Reading b. Ground Rules & Guest Meeting Guideline c. Agenda Review-<i>approved</i> d. Check-in: Post Retreat Thoughts <p><i>Go around sharing thoughts from retreat and introductions made with Briana</i></p>	<p>Read/Listen Read/Listen Amend, Affirm Connect</p>	<p>TBD TBD Meg Andy</p>
3.	6:35-6:45	Member Forum (if members are present and wish to speak)	Listen	Member(s)
4.	6:45-6:48	Meeting Minutes - September - <i>Thane motions to accept and John seconds...all in favor with Julie abstaining.</i>	Correct/ Accept	Deb
5.	6:48-7:30	<p>GM Reporting</p> <ul style="list-style-type: none"> a. FYI Report -<i>Successful basement cleanout, with important records retained and plan to spot check in the next few weeks. Rosie delivery service will be outsourced to Rosie personnel, due to insurance/management complications related to having our staff use their personal vehicles for delivery. Jeremy was a guest speaker in a class in SU food studies program. Talked to solar installer and concluded that it is not feasible to consider a system installation at the coop at this time. A solar energy purchasing contract may provide a cost-effective alternative. Jeremy was encouraged to compare other providers and look closely at the details of a contract, including contract termination, system expansion, etc. NCG is inquiring about reaffirming our membership and is seeking increased involvement in this decision by member boards. The re-up is required by the first of new year. We will discuss further and it is clear that the Coop intends to maintain membership. Margins look great for the quarter. Ratios are consistent or moving positively. We had a good net profit of 15k. Why September sales have dropped from last year is hard to say.</i> b. Draft Audit Report for FYE 2015 NOT YET AVAILABLE c. GM Monitoring: B3 (new) Asset Protection, continued -<i>Motion to accept- Steve, seconded by Thane. All in favor, no discussion.</i> d. GM Monitoring: B7 Member Rights & Responsibilities <i>Interpretations discussed, because this is the first reporting under the revised policy. Jeremy was encouraged to expand on the global</i> 	<p>Present/Discuss</p> <p>Discuss/Accept?</p> <p>Discuss/Accept</p> <p>Discuss/Accept</p>	<p>Jeremy</p>

		<p>interpretation and this will be revisited for approval at the next meeting.</p> <p>e. GM Monitoring: B8 Treatment of Customers Same as above - first reporting under new policy. Jeremy was encouraged to expand on his interpretation of the global policy as well as to add details. Will be revisited next month for approval.</p> <p>f. Market Study Proposal -We discussed the proposal from Debbie Suassuna, 11k plus travel and cartography with half paid up front. Jeremy will work on identifying locations to include in the study and was encouraged to reach out to DC and peer co-op leaders for input and suggestions. John and Steve are interested in assisting with an ad hoc committee to scout locations,</p>	Discuss/ Accept (<i>continue by email?</i>)	
6.	7:30-7:50	<p>Board Education & Outreach</p> <p>a. Annual Meeting (M 11/2) - Update</p> <p>i. Agenda Review Times were attached: 7pm start but meeting called to order at 7:20 to allow time for registration. Significant time allocated for q and a with comment cards being provided. Adjournment at 8:20, then refreshments served.</p> <p>ii. Registration Process & Ballots We have a revised plan to ensure smooth registration, with board members arriving early to set up.</p> <p>iii. Reports We will not have the audit report available but balance sheets and financial statements based on the audit adjustments will be available. Reports from Jeremy and Meagan and Larry will be shared via email.</p> <p>iv. Set Up Volunteers (6:15-6:30) / Other Tasks Several board members will be present for set up.</p> <p>b. Member Forums (Tu 12/1 & 12/8)</p> <p>i. Facilitator (Katie Doucette?) Jeremy and Abigail will work on this.</p> <p>ii. Ad hoc committee to work on presentation & outreach tasks/shifts Abigail, Meagan, Julie and Jeremy on planning committee</p> <p>iii. Ad hoc committee to work on logistics (configuring store; get chairs) John can help.</p>	<p>Check In</p> <p>Check In</p>	<p>Meg Debra/Meg Officers Jeremy/Meg</p> <p>Abigail/Jeremy TBD</p> <p>TBD</p>
7.	7:50-7:55	Break		

8.	7:55-8:05	<p>Board Admin & Planning</p> <p>a. 2016 Board Calendar Motion to approve by Thane and John seconding with all in favor. This will be effective and reviewed with the seating of the new board.</p> <p>b. CBLD Agreement 2016 Thane abstains from conversation due to a conflict of interest. Deb motioned to accept the agreement, John seconds with Thane abstaining, all in favor. Expect some scholarship but likely less than last year. \$6800 is the full cost without scholarship. Working with CBLD is helpful, supportive and also enhances stability of our Coop by providing some consistency in skills and institutional memory as board positions turn over.</p>	<p>Review</p> <p>Review/Approve</p>	Meg
9.	8:05-8:10	<p>Board Monitoring</p> <p>a. D3 Board Agenda Planning (old version) This will be revisited since not enough people read it in advance. Please read for next time.</p>		
10.	8:10-8:30	<p>Executive Session</p> <p>a. Request to release 2013 audit report All audit reports must be available to members, but they are not public information. Copies will be made available in the store and can be inspected by members upon request, but with redaction of any personnel names/information due to privacy regulations.</p> <p>b. Timeline for GM Performance Review It is time to establish an ongoing performance evaluation process. This includes reviewing actions taken on his monitoring reports and reviewing his current comp package. We need to write a calendar year-end evaluation with a 6month evaluation of Jeremy's performance. At the November meeting we will review a report on policy monitoring outcomes and each board member will contribute a constructive comment.</p>	<p>Discuss/Decide</p> <p>Discuss/Plan</p>	Meg
	8:30	Adjourn <i>Meeting adjourned at 9:10</i>	Close Meeting	

Bike Rack

- November: Compete policy register revision! (And update binders)
- Retreat next steps