

October 2011
Board of Directors Meeting Minutes
Syracuse Real Food Cooperative
 25 October, 2011 ~ 6:00 – 9:00pm
 Field House – Thornden Park

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

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Present: Karl Newton, Dan Sanders, Julie Longmore, Walley Francis, Thane Joyal, Jamie White
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 6:30pm

Agenda review and Task review

A copy of the final revised Bylaws will be attached to today's minutes with last changes included.

The September Minutes were accepted as compliant.

(Motion: Walley; Second: Karl) [4 in favor; 1 abstentions]

The abstaining board member did not have a chance to review the minutes and left the September meeting early.

- 3 GM Monitoring Report – Membership Report

- The hierarchy of member-participation is worrisome. Only the top 2 tiers really participate and only a little from tier 3. That makes it harder to accomplish quorum. We need to see if we can change that.
- It meets the Policy Register
- We want more members with higher level of involvement
- There are coops out there that have successful participation. We can learn from them.
- The focus should not just be on the shopping, but more on participation.
- A great Annual Meeting is crucial to get people more involved.

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

- 4 Store Report

- September sales were \$123,695, down 4.11% from last year. October to date we are up 1.6% over last year.
- Nobody left our staff. Leah started as a cashier, we will be hiring a part-time deli worker this week.
- Our energy efficient lighting installation is complete, most cooler lights, all overhead lighting is retrofitted. Our electricity use is currently down over 10%
- Our bylaws mailing was sent to the printer last week, it should arrive in mailboxes this week. The website has the information up as well as an in-store posting. We have received a few questions:
 - Will someone be providing to us in a follow-up communication an overview of the changes to the current bylaws?
Travis will make a summery of all the big changes and post the 2009 Bylaws and the Summery in the store.
 - Yes, I know what an important and time consuming process it is to rewrite bylaws. Thank you to all the dedicated members of the committee who worked so hard on behalf of all the members of Syracuse Real Food Coop. Kudos!
 - Thank you for distributing this in a widely accessible, clear form. Are the current Bylaws available anywhere?
They will be posted in the store.

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- Likewise, if the bylaws replaced in 2009 were also available it would help people who wish to educate themselves before the December meeting. If I recall correctly, the 2009 bylaws were quite confusing an controversial for some reason. I never really learned why. The easiest way for those members, like me, to get up to as fast a speed as possible... and who do not have access to legal aid...would be to compare the 3 documents in order to try to figure out what the changes are and why these new bylaws are being presented to the membership. Must the membership actually vote to approve these new bylaws? That has not made clear in the email below.

There will be a vote on the new Bylaws during the Annual Meeting.

- What's the annual meeting day and time please?

Not yet determent.

- Our architect spoke with the city about our project, it turns out we will have to go before zoning. I took the application in to the zoning office last week; I will let you know more as this unfolds. We have a public hearing, if we do, we will need to bring people to testify for us. This effectively delays construction until spring.

Used Cash-flow Statement

The total project will cost \$39,400 through April-May. The main cost will be the façade.

The board authorizes the General Manager to continue with the façade and reset project including the borrowing of \$32,500 and the expeditor of \$39,412.

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

5 Committee & General Updates – Treasurer's Report

- Our numbers are looking pretty good
- We are moving up.
- Cash-flow is moving up. We are doing better in selling our inventory.

6 Annual Meeting

- Date, Time and Place is not set yet, but we really need it! Travis is working on getting an answer from Plowshares for 12/4 or 12/11. Other possibilities are Grace church and May Memorial.
- Facilitator: Thane will look into getting someone from Maxwell school.
- Requisite mailing: We should just do an electronic mailing because of cost. That will include the agenda and the candidate's descriptions.
- Election: Karl and Thane are running for reelection and there are 2 more seats vacant. The person that's running for Georgette's seat for 2012 will be elected for a shorter term (1year), so the 3 year rotation can be kept. In 2012 that person will have to run for reelection for the 3 year term. The candidate with the 4th highest amount of votes gets the 1 year term seat.
- Voting: we are voting on the Bylaws and the 4 open seats on the Board of Directors. What's the quorum? That's not totally clear. So Thane will take a look at the lawyer's letter. If we do not receive quorum at the annual meeting we appeal to the Secretary of State and show our records.
- Counting Votes: Walley + team will take up that task at the Annual meeting

- Bylaws: We make members aware that we are running on the new Bylaws starting after the Annual meeting during the Annual meeting. We need copies of all bylaws (2002, 2009 and proposed bylaws).

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The 2009 are in effect for our operation now, but they expire at the call-to-order of the Annual Meeting, so they can be amended. The 2002 Bylaws become operational at the meeting until the acceptance of the proposed new bylaws.

7 Policy Register

- D1 Governing Style: D.5.8 is against our current bylaws , but we might need it later.

Motion to remove D.5.8 from the Policy Register.

(Motion: Thane; Second: Karl) [4 in-favor; 2 opposed]

8 New Board Member Nominations

- 4 vacant seats, of which there are 2 reelections.
- 3 seats are a three year term (2014); 1 seat is a 1 year term (2012)
- Invite Harriet Brown to the next Board Meeting and offer her the packet
- The deadline for placing people on the ballot is not set yet.
- We need candidates with statements before the next Board meeting.

9 Executive Session

See Executive Minutes

10 Meeting Review & set future agenda

- Good soup
- Felt we weren't focused, we were scattered
- Ease of passing budget
- Handled a lot of multi-faceted topics

Next meeting moved from November 22nd to November 15th.

11 Meeting Adjourned at 8:55pm.

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TASKS:

- Attach a copy of the final revised bylaws to October Minutes. (Dan)
- Make up a summary of all the big changes to the 2009 Bylaws (Travis)
- Facilitator through The Maxwell School (Thane)
- Figure out what our quorum is. Look at lawyer's letter. (Thane)
- Invite Harriet Brown (Karl)
- To Do list for Annual Meeting (Thane & Karl)

PARKINGLOT:

- The breakdown of Board Compensation