

**September 18, 2012**

Meeting of the Syracuse Real Food Cooperative Board of Directors  
Thornden Park Carriage House

Item	Outcome	Tasks
1. Ground rules  Attendance  Call meeting to order  Agenda review  Accept minutes	Ground rules read by Karl  Present: Dan Sanders, Amanda Wada, Karl Newton, Walley Francis, Larry Rutledge, Julie Longmore, Jamie White, Chris Fowler, Thane Joyal. GM Travis Hance was out of town.  Meeting called to order at 6:15 by President, Dan Sanders.  Additions to agenda were made.  June minutes were accepted as amended. Moved by Karl, seconded by Jamie. August minutes were accepted as amended. Moved by Karl, seconded by Walley.	
2. Store report	Report prepared by Travis and read to the Board by Dan. Report is attached to these minutes via the "Dropbox". <ul style="list-style-type: none"><li>• Question wondering who is Stonyfield?</li><li>• Questions regarding the Façade work.</li></ul>	Board would still like to have the report from the GM on a timelier basis, in order to properly prepare for the meeting.
3. B3: Financial Condition        B4: Asset Protection	The financial report as presented in the Dropbox and read by Dan. The Board had questions for Walley, basically from Dan: some dates shown are not current, the graphs do not change, why?; Thane would like to have evidence that taxes are being paid, and on time.  Thane moved and Jamie seconded to accept the report as read. There were 2 abstentions.  Karl questioned some of the language in the Employee Handbook as prepared by Staff Leasing.  Karl moved and Chris seconded to accept the report. Decision was unanimous.	Report again submitted late and members felt unprepared.  For future reporting.
4. Committee Reports  Nominating    Communications	Thane reported that she has received emails from two potential candidates for next term. Terms are up for Thane, Jamie and Walley. All will need to fill out the application for candidates and be reelected.  Plan to properly send thank-you's to the people who took part in the 40 <sup>th</sup> anniversary celebration.	Prepare ballot sheets to be put in the store.  Amanda to do this.

Annual Meeting	Karl has two potential places for the annual meeting; the Innovation Center and Grace Episcopal Church Parish Hall. Both places will allow alcohol to be served. The meeting will be held from 1:00 to 4:00 on December 8 <sup>th</sup> . This timing will not interfere with Hanukkah or the SU basketball game. The group Dream Freedom Revival will entertain. Karl talked to Travis about food and beer and control. Jamie expressed concern about the meeting place not being in our neighborhood, in the area that we serve. It was decided that Grace Church will be the venue for the meeting.	Karl and Larry will meet with Travis and Don DeVeau to work on details.
5. Administrative Items  September meeting  By-Laws	<p>Discussed preparing a Code of Conduct for guests at board meetings. Discussed doing a survey of members. The Survey Monkey will have to be upgraded for 30 days to accomplish this.</p> <p>Julie &amp; Karl presented the proposed changes to the current By-laws as posted in the Dropbox. Karl moved and Julie seconded to accept these changes to present to the membership for a vote. Discussion was held. It was noted that the meetings are "semi-annual" not "bi-annual" as written. This needs to be changed. The By-Laws need to be approved by a quorum at the annual meeting. Discussion was held re other changes that the committee had not put forward. Should by-laws be presented at this meeting or held until the next, so that other changes can be made, in addition to the changes put forth regarding wording changes? The vote was unanimous, with the correction to "semi-annual".</p>	<p>Amanda to prepare and bring proposed Code of Conduct to October meeting.</p> <p>Julie and Karl will wrestle with making additional changes at this time.</p> <p>Amanda to put update of by-laws on calendar.</p>
6. Section 3	Discussed the legality of and/or mailing. To be discussed at committee meeting and brought to the next board meeting.	
7. Executive Session	<p>Have an incomplete document from June. Travis to give Amanda GM reports. Board is to capture more current information and report to the meeting in December. It was noted that the report is not complete for 2011 and that it is now 2012, so 2011 is not really relevant anymore. Board will not try to complete 2011, just begin with 2012 and keep current. Need to send Travis a letter that addresses this. Begin 2012 evaluation in October and present to the membership at the annual meeting.</p> <p>The question of GM compensation was brought up. Board has no knowledge of current position and what the compensation package consists of. Will present this information at the next meeting.</p>	<p>Amanda to send letter to Travis regarding no 2011, now 2012 evaluation.</p> <p>Amanda to secure documents regarding GM compensation.</p>

<p>10. Evaluation of meeting</p>	<p>Productive and to the point. It was mentioned that the board members would like to have more variety in the meal for the meeting. Julie offered to be the procurer of said meal. The next meeting will be at Thane's office on October 16 at 6:00 pm. Please note that the board decided to begin their meeting at 6:00 in order to end the meeting in a timely manner. Six o'clock sharp! Plan to arrive a bit early, in order to select your food and drink and be in your chair, pencil at the ready, at 6:00.</p>	<p>Julie to speak to Travis about food for the meeting.</p>
<p>11. Adjourn</p>	<p>Motion to adjourn at 8:15 was made by Larry, second by Amanda. Approved, unanimous.</p>	