

SRFC BOARD OF DIRECTORS MEETING
September 29, 2015 6-8:20 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 Gertz

Present: Thane, Larry, Meagan, Deb, John, Abigail, Jeremy, Andrew, Steve

Absent: Julie

Meeting commenced: 6:00pm

Meeting adjourned: 8:06pm

Check-In: pizza shared

Agenda Review:

August Meeting Minutes: Change "advisory" role to consulting. And correct date at the top.

Larry abstaining. All in favor.

GM Reporting:

a. FYI Report including KPI report: Correct dates to september not august. Major expenditure has been the beer cooler. Jeremy is looking to increase efficiency in store with shelving, coolers, solar panels possibly to get some growth from places that haven't been able to. Rosie is working well for pick up and should be ready for delivery by the end of the month. Margins look ok and key indicators are moving in a good way. We had a decent August. The office rehab is still in progress and looking good. The audit went well. State income tax return will need to be filed for the first time in years based on our financial performance. Audrey, our auditor from Wegner, recommends that

we should start reporting to the state again. This will be filed at the end of September. Audry also noted that we are starting to need a higher level of financial expertise and the coop should consider engaging an external bookkeeper to do monthly bank reconciliation, and once we expand we will need an in-house accountant. The quarter-end inventory is happening Sunday and Monday next week.

b. GM Monitoring: B3(new) Asset Protection

The framework (interpretations and evidence) for this report was newly revised based on updates to the Policy Register approved at last month's meeting. The group was not prepared to make a motion regarding this monitoring report, but spent some time reviewing and discussing improvements to the interpretations, and requested that Jeremy present a revised version to the board in October.

- 1 - note that insurance broker determines reasonable coverage levels
- 3 - add sentence: GM's duty is to follow recommendations in auditors' management letter; add info on how we responded to last year's management letter
- 4 - consider incorporating information in training plan with routine (e.g. annual scheduled) review
- 5 - demonstrate that account balances are within insurance limits
- 8 - state that all vendors are treated equally, with policies in place to ensure no conflict of interest is permitted (data :staff training; standard forms)
- 9 - define what due diligence means
- 10 - we can't control media coverage; rather, discuss appropriate PR management and response

Jeremy noted that he is interested in the idea of rebranding SRFC, incorporating the NGC "co+op" identity as other food co-ops have started to do, but intends to seek board permission before beginning that process. The board discussed the importance of soliciting member input if we consider a new brand.

Board Outreach and Education:

a. **Annual Meeting- Outreach and Reports** - Meagan will send out to the Board for comment, what is going out to the membership in the "board edition" newsletter the first Thursday of October. Don recommended that we actually recruit members for the meeting and we will spend some time doing so during the next board meeting whether that be the phone or texting or emailing people. We need to clarify the process of check-in and voter education. A committee will meet before next board meeting.

b. Member Forums-

Finalize Dates: Tu 12/1 & 12/8, 7pm

Locations - The WCC and several other locations were considered. The board talked about checking availability, but ultimately decided that it would be best to have the forums in the store for maximum visibility and drop-in participation. Store staff will rearrange to make room in the produce aisle, and providing seating as well as standing room.

Prepare - The New Leaf contained a loose agenda, but we need to refine and make a plan that will be responsive to a small group vs. a larger group (e.g. breakout activities). Jeremy will prepare an educational piece evaluating the financial impact of the current member discount program, and will ask Damian Vallenlonga to help with an infographic/other material; John will help with printing as large posters. Jeremy and Abigail will contact a potential facilitator. Promotion via store signage and e-news will begin after the Annual Meeting. John will try to provide folding chairs; other sources were also discussed.

Board Admin & Planning:

a. **Retreat- Agenda and Logistics** - Agenda reviewed and feedback generated. Revised agenda to be distributed prior to the retreat.

2016 Board Calendar and Policy Register - will consider revisiting at retreat, time permitting

Board Monitoring:

a. **Communication with Members-**
Proposed postpone until updates in place.

Adjourn: 8:06

Executive Committee:

a. Outline reports: Presidents, Treasurer and GM discussed outlines for their respective reports. They will work on drafts, share by email and seek input to final drafts during the October board meeting. We are trying to have the final report versions published as of Th 10/29.