

**December 2010**  
**Board of Directors Meeting Minutes**  
**Syracuse Real Food Cooperative**  
 20 December 2010 ~ 6:00 – 8:30 pm  
 Manlius Library

Item #	Page	Topic	Leader	Outcome	Related Documents
<b>Business Meeting</b>					
1	2	Preliminaries <ul style="list-style-type: none"> <li>• Distribute Meals</li> <li>• Agenda Review</li> <li>• Task Review</li> <li>• Q&amp;A with the GM – anything goes!</li> </ul>	Travis Georgette Tine Travis		
2	2	Call Meeting to Order Welcome new board members Accept November minutes	Georgette	Accepted	SRFC_2009-11M.doc
3	2	PoGo: monitoring reports GM Monitoring Report	Walley Georgette	Presentation Accepted	
4	3	Store Report & Expansion Update	Travis	Presentation	
5	3	Committee & General updates (time 5 – 7 min each) <ul style="list-style-type: none"> <li>• Treasurer's Report</li> <li>• Bylaws Committee – regarding lawyer</li> <li>• Ends committee</li> </ul>	Walley Vanessa Georgette Georgette	Presentation Presentation Presentation Presentation	
6	4	MR Policy D1 – Governing Philosophy	Walley	Discussion	
7	4	Business Meeting Adjourned	Georgette		
<b>BREAK</b>					
8	4	Article discussion			"Marilyn's Hierarchy"
9	4	Executive Session			
10	4	Meeting Review	Georgette	Discussion	
11	4	Meeting Adjourned	Georgette		

**December 2010**  
**Board of Directors Meeting Minutes**  
**Syracuse Real Food Cooperative**  
20 December 2010 ~ 6:00 – 8:30 pm  
Manlius Library

Board Members Present: Walley Francis, Georgette Nicolaides, Jamie White, Julie Longmore, Mary Anne Fiedler, Karl Neuton  
Guest: Travis Hance  
Excused: Dan Sanders  
Unexcused: Vanessa Marquez, Chris Fowler

1      Preliminaries

- Distribute Meals
- Agenda Review
- Task Review
- Q&A with the GM

2      Georgette Called the Meeting to Order at 6:27pm.

- Welcome of new board member: Karl Neuton
- The November 10 Minutes were accepted as compliant.  
(Motion: Walley, Second: Marie Ann) [Unanimous]
- Proposed slate:  
President: Georgette  
Vice-President: Dan (Accept Dan as VP, but will revisit candidacy if Georgette resigns, the board doesn't know each other enough yet)  
Secretary: Julie  
Treasure: Walley

3      Policy Governance (Walley)

- Works well
- The idea is to make the board more effective
- The board is supposed to focus on the long range achievements
- PoGo is there to avoid micro-management
- The board has and only evaluates one employee, the GM; the GM hires the rest of the staff. The policies + the ENDS are there to implement this.
- The policies are the tools, limitations, things we don't want to do
- The END is the result, what we are working towards, what we want to accomplish.
- The GM creates a regular report: Is this a reasonable policy? And provides the evidence. If a report is non-compliant, we have a plan to get compliant.
- History of our policies: Started in 2005, lot of time with consultants and looking at other Coop policies.
- We need to revisit our END with an ENDS Committee

B2 - GM Monitoring Report

Deferred to next months meeting

**December 2010**  
**Board of Directors Meeting Minutes**  
**Syracuse Real Food Cooperative**  
20 December 2010 ~ 6:00 – 8:30 pm  
Manlius Library

4     Store Report

- No new hires
- Brad left our staff
- November ended up with sales down 6.3% from last year. While we had an all-time record \$8,000 day on the Wednesday before Thanksgiving, we continued to see the same troubling trend as October; fewer shoppers with larger average basket. We know people buy if they come to the store; our focus is now on getting new shoppers.
- To that end, we negotiated a Groupon deal that will hit sometime in January. 7\$ for 15\$ of groceries, with a limit of 500 coupons. We get cash up front, not everyone redeems, and we get good data on how many first time shoppers we pick up.
- Our Print ad campaign will hit towards the end of January.
- Because our sales have not been what we were planning when we began the year, we are using attrition to manage our labor budget. Ryan, Matt and Jeremy are all taking on a bit more responsibility.
- I have two packets that need to be filled out by all Directors for Legal reasons. New Directors have to fill out New York's form M11, so that we can complete the Legal Review of our Owner Loan Campaign. The other document needs to be filled out by all Directors. Paperwork needs to be in by January 15<sup>th</sup>.
- Upcoming dates to have in mind
  1. We are closed at 5pm Christmas Eve, we are closed Christmas. We are closing at 9pm on New year's Eve and then we are closed New Year's Day
  2. CBLD 101 is January 8<sup>th</sup>, let's figure out who's going, and I will book the car and rooms: Travis, Georgette, Jamie, Julie, Carl and Vanessa

Support needed going forward: New Directors should get up to speed on expansions plans. CBLD 101 will be a great experience, please consider attending.

Expansion Update

- Nothing new to report
- Travis will send out a doodle to set up meeting with new Board Members to talk about the expansion.

5     Treasurer's Report

- Sales are down
- Profitability is up, the gross margin percentage is up

Bylaws Committee

- The committee can't move forward until the lawyers report is ready.
- Ron wants to meet in beginning of January

ENDS Committee

- Georgette, Carl, Jamie, Marie Anne, Julie, Vanessa
- Travis will collect ENDS statements form other Coops

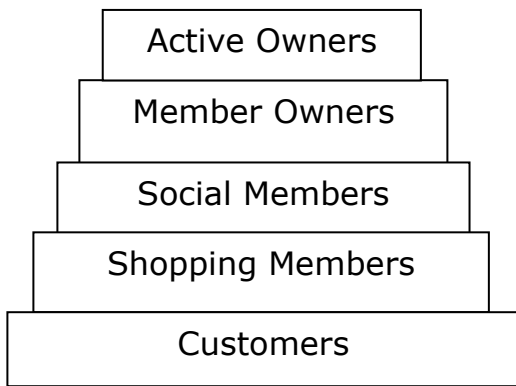
**December 2010**  
**Board of Directors Meeting Minutes**  
**Syracuse Real Food Cooperative**  
20 December 2010 ~ 6:00 – 8:30 pm  
Manlius Library

6 MR policy D1 – Governing Philosophy

Deferred until next month

7 Business meeting adjourned

8 Article Discussion - Maslow's hierarchy of needs (Marilyn's Hierarchy)



*Active Owners:* Board members, willing to sacrifice time to represent other owners.  
*Member Owners:* People that vote; they understand that they own part of the store.  
*Social Members:* People who come to socialize (Potluck)  
*Shopping Members:* These people want the discount.  
*Customers:* Shoppers

- As a board member we represent all of these people
- Some of these tiers are weak and we need to create an environment that promotes moving up to the next tier
- The bottom is our base which we need to build on, cultivate and entice.

9 Executive Session

10 Meeting Review

11 Meeting Adjourned at 8:19pm.

**Task List:**

- Collect ENDS policies from other Coops (Travis)
- Send out doodle to set up a meeting about the Expansion with new board members (Travis)
- Sign paperwork and send it in by January 15<sup>th</sup> (Board)