

June 2011
Board of Directors Meeting Minutes
Syracuse Real Food Cooperative
6 July 2011 ~ 6:00 – 8:30 pm
Thornden Park Carriage House

Present: Karl Newton, Dan Sanders, Julie Longmore, Georgette Nicolaides, Walley Francis, Jamie White
Guest: Travis Hance
Unexcused: Chris Fowler

1 Preliminaries
Distribute Meals
Q&A with the GM

2 Georgette Called Meeting to order at 6:33pm
Agenda Review
Task Review

The May Minutes were accepted as compliant
(Motion: Walley; Second: Dan) [Unanimous]

- 3 Store Report (Travis)
- May Sales were down 11% compared to last year.
 - June Sales were down 18% compared to last year.
 - Analysis shows we are missing the casual shoppers, seeing growth in deli department.
 - We have 1 new hire, no departures.
 - We are looking into acquiring new energy efficient coolers, National Grid has a grant program that could help.
 - We are accepting proposals from architects regarding the new façade.
 - We are making 800 pricing changes to be more competitive with Tops/Wegmans.

- 4 Treasurers Report (Walley)
- Sales are down, but May 2011 was more profitable than May 2010 – cut costs faster than sales dropped.

Discussion:

1. (Dan) Procedural concern – wanted a copy of the Treasurers Report for each Director to review. (Travis) will send out.
2. (Dan) Question on Financial Position of SRFC. (Walley, Travis) noted this will go in next store report.

The Treasurers Report and communication was accept as compliant
(Motion: Walley; Second: Karl)
4 in favor, 2 abstentions (Julie, Jamie)

- 5 GM Monitoring Report
- Employee Relations Monitoring Report accepted as compliant (vote taken via email).

6 Retreat Review

- **Ends Policy**
- (Walley) noted that the Ends Policy is one of the most important and needs review and engagement with member-owners to ensure that it meets their view and vision for SFRC.
- (Georgette) suggested a visioning exercise at the fall Annual Meeting.
- (Walley) recommended that information be sent to owners ahead of the meeting so they are prepared to make a positive contribution.

- **Board Policy Monitoring**
- (Georgette) will resend the Board Policy Monitoring schedule. Each Director is responsible for their assignment month and topic.

- **Attendance Issue – Chris**
- Several Directors agreed that speaking with Chris in person would be the best way to address the issue.
- (Georgette) will send out an email reflecting the concern of the Board regarding his attendance.

Meeting Break: 7:21pm

Meeting Reconvenes: 7:36pm

7 Bylaws Discussion

- (Dan) said that we should adopt the 2009 bylaws (agreed upon by the Directors at the Retreat) and operate under them until a reevaluation at the fall Annual Meeting.
- Discussion on the quorum requirements of the bylaws, (Travis) revealed that the State of New York does not dictate these requirements, it is our self-imposed choice via bylaws.

A motion to amend the existing 2002 bylaws as previously amended by replacing them in their entirety with the prepared 2009 bylaws absent any reference to capital stock was accepted.

(Motion: Walley; Second: Dan) (Unanimous)

A motion to delete any reference to paying Directors failed.

(Motion: Karl; No Second)

- (Georgette) noted that all Directors are forgoing any payment from SRFC from June because of the bylaws issue.
- (Dan) recommended that Directors also forgo payment for July because bylaws issue ran from June to July.
- (Karl) preferred that Directors not receive payment until member-owners ratify amended bylaws at fall Annual Meeting.
- A straw poll indicated that Directors would not receive payment for June and July 2011.

- A consensus from Directors was that we have several options regarding the future of SRFC's bylaws going into the November meeting.
- (Walley) suggested that we are close on many of the problems between 2002 and 2009 bylaws and it would be worth our time to review those problems and come to agreements on them.
- (Julie) brought up the idea of starting fresh with a completely brand new set of bylaws.
- Next steps: The Directors will review the 2002 and 2009 bylaws, discuss their positives and

- negatives, and weigh the options.
- (Walley) will send out both sets of bylaws for review.

8 New Board Members

- A brainstorming session of names for potential new members of the Board was conducted.

9 Meeting adjourned at 8:29pm

(Motion: Walley; Second: Dan) (Unanimous)