

**September 2011**  
**Board of Directors Meeting Minutes**  
**Syracuse Real Food Cooperative**  
 27 September, 2011 ~ 6:00 – 8:30 pm  
 Carriage House – Thornden Park

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>• Q&amp;A with the GM – anything goes!</li> </ul>	Everyone Travis		
2	2	Call Meeting to Order Agenda review Task review Accept August minutes	Dan Dan Dan	Accepted	
3	2	GM Monitoring Report	Travis		
4	2	Store Report & Expansion Update	Travis		
5	3	Committee & General updates (time 5 – 7 min each) <ul style="list-style-type: none"> <li>• Treasurer's Report</li> </ul>	Walley		
6	3-4	Bylaw discussion and vote	Everyone	Accepted	
7	4	Meeting ground rules	Julie	Deferred	
8	4	Annual meeting, date, time, place and requisite mailing	Dan		
9	4	Ollie Clubb proposal	Karl		
10	4	Meeting Review & set future agenda	Everyone		
11	4	Meeting Adjourned	Dan		

Present: Karl Newton, Dan Sanders, Julie Longmore, Walley Francis, Chris Fowler, Thane Joyal, Jamie White  
 Guest: Travis Hance,

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1 Preliminaries

- Distribute Meals
- Q&A with the GM – anything goes!

2 Dan called the meeting to order at 6:32pm

Agenda review and Task review

The Minutes will be posted after approval for members to view.

The August Minutes were accepted as compliant.

(Motion: Walley; Second: Chris) [5 in favor; 2 abstentions]

3 GM Monitoring Reports:

- B3 – Finance  
(Motion: Walley; Second: Thane) [Unanimous]
- B2 - Planning  
(Motion: Walley; Second: Thane) [Unanimous]
- B4 – Asset Protection  
(Motion: Walley; Second: Chris) [Unanimous]

4 Store Report

- We finished August with \$118,633 in revenue, down 4.6% from last year.
- Despite this challenge (which is improving), we have more free cash and liquidity than both last month, and last year.
- No one left our staff, Suzanne is a new cashier.
- I found out my designated successor will be leaving in the next 3 months to one year.
- We got our liquor license last Thursday, we got our first delivery Friday morning, First week's sales were ahead of budget, nearly \$1,000.
- NCGA General Assembly was last week, our keynote was Zingerman's CEO Ari Weinzweig, the entire meeting was inspirational, but Ari's talk with us was the highlight.
- I was invited to work as a peer coach again for the CCMi program. I agreed, it's always a great learning experience to teach, and the co-op gets paid \$750 for less than ten hours of work.
- We have begun working with our accountant on last year's review.
- Reset planning is coming together nicely, I will have a comprehensive project budget together for your review by the end of September.
- We have preliminary architectural to review.
- I have attached all three monitoring reports that are scheduled for acceptance.

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5 Committee & General Updates:

- Treasurer's Report  
We are doing better.  
Our cash flow is better. We paid off 3 member loans

6 Bylaw discussion and Vote

Committee Meeting 9/26/2011 - Draft Bylaws from the Bylaws Committee

Discussion: What parts to adopt and what to take out:

I. Name

- Adopt I.21 Cooperative Values and Vision and leave out I.3 Principles

II. Membership

B. Termination; Consequences of Membership Termination

- Leave out (i) (3) and leave out part of (i) (4) with reasonable notice of such suspension to the member and change (4) to (3).
- Leave out (iii) and adopt (iv) and (v).

IV. Board of Directors

A. Number, Eligibility

- Change "The number of directors may be changed to a number not fewer than 7 nor more than 12 by resolution of the board." to "The number of directors may be changed to an odd number not fewer than 7 nor more than 13 by resolution of the board."

E. Compensation

- Replace "All decisions regarding directors' compensation shall be announced to the membership of the Cooperative at the next regular or special meeting of the members." with "Report shall be made to the Annual Membership Meeting of the compensation paid for the current year and the amount to be paid for the upcoming year."
- Take out (i) \$2,000 per year for the President, (ii) \$1,800 per year for other officers and committee chairs and (iii) \$1,200 per year for other board members.
- Take out "An annual cost of living adjustment may be made to these limits starting in 2012."
- Adopt (i) \$2,000 max for the board of directors

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Motion to accept the Bylaws with the changes made this evening to present at the Annual Meeting.

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

7 Meeting ground rules

Was deferred to the October Meeting.

8 Annual Meeting

- Decide place: a meeting room at Plow Shares (Travis)
- 1<sup>st</sup> weekend of December 12/3-12/4/2011

9 Ollie Clubb proposal

- Not all board members received his email.
- Proposal for a downtown Syracuse 2<sup>nd</sup> Food Coop store.
- He made a case for more foot traffic and there are no food stores downtown.

We need to keep an ear open for ideas!

10 Meeting Review

What went right; what went wrong?

Right:

- Exeditiously dealt with the Bylaws
- Everyone was prepared
- Very cooperative, cordial discussion
- Done ahead of time
- Perfect attendance

Wrong:

- The food could be better

Future meetings will be at the Thornden Park Field house.

Future Agenda

- Addressing membership meeting
- Policy register
- Planning for board education
- Nominations for new board members, maybe they can sit in on 1 or 2 meetings

11 The meeting was adjourned at 8:25pm.