May 2012
Board of Directors Meeting Minutes
Syracuse Real Food Cooperative
May 15, 2012 ~ 6:00 – 8:30 pm
Carriage House – Thornden Park

Item #	Time	Topic	Leader	Outcome	Related Documents
1	2	Ground Rules Agenda Review Task Review **Accept April Minutes**	Dan		Attachment 1 Revised May Minutes
2	2	Store Report Discussion	Travis		Attachment 2 Store Report
3	2-3	B3: Financial Condition **Accept Report** Discussion	Travis Dan	Accepted	
4	3	C4: Meetings Discussion ENDS B1 Staff Relations (March) B6 Management Continuity (March)	Dan	Deferred Deferred	
5	3	Committee Reports • Nominating • Communication	Dan		Attachment 3, Communication Committee report
6	3-4	Administrative Items • Finalize BOD budget • BOD Retreat – Discussion • Audit – engage auditors • GM Evaluation – distribute summary table	Dan		Attachment 4, 2011 GM Evaluation
7		Executive Session	Dan		
8	4	Evaluation of Meeting	Dan		
9	4	Adjourn	Dan		

May 2012
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May 15, 2012 ~ 6:00 – 8:30 pm
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Present: Karl Newton, Dan Sanders, Walley Francis, Thane Joyal, Larry Rutledge, Amanda Gormley, Julie Longmore, Jamie White, Chris Fowler
Guest: Travis Hance

1 The Meeting was called to order at 6:08pm.

- Ground Rules were read by Dan

- Agenda review:
  - C1 discussion deferred to next month's meeting

TASK – Add C4 to next month's Agenda

  - Monitoring report B1 Staff Relations (deferred from March) added to Agenda
  - B6 Management Continuity (deferred from March) added to Agenda

- The Board Voted to approve April minutes as revised by Thane Joyal and Amanda Wada (Moved by Karl; seconded by Walley; passed unanimously)
  See attachment 1, Revised April Minutes

2 <u>Store Report</u>
Discussion:
- See attachment 2, Store Report
- The Store Report was not received by directors

TASK – GM to resend Store Report to directors

- The BOD requests store reports to be sent by GM one day in advance of BOD meeting.

3 <u>B3 – Financial Condition</u> was accepted as compliant (Moved by Walley; seconded by Thane; passed unanimously)
Discussion:
- The report was submitted 5/9, but date stated 5/8. BOD requested reports 7 days in advance of meeting.
- Policy B.5.1 states that there were no unusual or unexpected expenditures but depreciation losses were filed in February.
  Response: the Board was made aware of this loss prior to the report, so not necessary to report. B.3.7 Interpretation accounts for expansion. Excellent foresight and planning on the part of the GM.
- Are current policies sufficient for expansion goals? Should we write a financial condition policy under expansion policy?
  Response: Not at this time. Financial requirements are too dependent on specific sites. We may need to revisit when site is chosen.

<u>B1 Staff Relations</u> was accepted as compliant with corrections. (Moved by Amanda; seconded by Karl; passed unanimously)
. Discussion:
- The report was submitted May 9th , but date stated 5/7.
- The policy is written for paid and volunteer staff but there are no metrics for volunteers.
  Response: Volunteer metrics will be added
- The compliance benchmark is missing from Table 4, item C
  Response: Correction will be made by GM

- Title incorrectly reads Financial Condition. Should be Staff Relations
  Response: Correction will be made by GM
- Reporting on Policies B1.2 and B1.3 would be stronger if additional documentation was provided by GM.
  Response: Manager on Duty training policy and Disruptive Shopper policies will be added to the report by GM.

TASK - GM to resend report with corrections by 5/22
Corrections:
1. *Change the title*
2. *Add benchmark compliance to Table 4, item C*
3. *Add volunteer metrics*
4. *Attached Manager on Duty training policy and Disruptive Shopper policy*

B6 Management Continuity was accepted as non-compliant with correction plan (Moved by Karl; seconded by Amanda; passed unanimously)
Discussion:
- The report was submitted 5/9, but the date stated 5/7.
- Report focuses on internal candidate preparedness. Reporting on external candidates such as recruiter contacts, etc. would be helpful.
  Response: It is the Board's responsibility to seek out external candidates. GM is only responsible for grooming internal candidates.

TASK: GM to submit compliant Management Continuity report in October for BOD review.
Correction plan: GM will be in compliance by October and resubmit monitoring report

4 C4: Meetings
Deferred

5 Committee Reports
- Communication Committee
  - Report was submitted via e-mail 5/15.
  - See attachment 3, Communication Committee report

TASK - BOD to review and discuss Communication Committee report over e-mail.
Amanda to update communication calendar events.

- Nominating Committee
  - Dan proposed BOD training development be taken up by nominating committee based on Cooperative Grocer Training Development article (May/June edition)

6 Administrative Items
- BOD Budget
  Discussion:
  - BOD formed a budget committee to work with GM to review past spending compared to budget and compare SRFC governance budget to other Co-ops of similar size.
  - Committee: Walley, Thane, Amanda, Larry

TASK - Budget committee to present proposed 2012/2013 budget by June 30

- BOD Retreat
  Discussion:
  - BOD reviewed retreat agenda. Identified high and low priorities and suggested changes to the agenda.

TASK - Amanda to submit suggested changes to Marilyn.

- Audit – engage auditors
  Discussion:
  - An external auditor has performed annual financial reviews in the past.
  - Travis suggest a full audit in preparation for expansion. To be in compliance with securities laws,

TASK - GM to draft letter for audit proposal and collect 2-3 estimates for BOD review.

- GM Evaluation
  - Evaluation table was distributed.
  - See attachment 4, 2011 GM evaluation
  - Thane suggested Tine help to collect data to complete the table in order to evaluate GM's 2011 performance.

7 Executive Session

8 Evaluation of Meeting
Productive, interesting. Adequate time for discussion on the agenda was helpful.

9 Meeting was Adjourned at 8:34pm. (Moved by Amanda; seconded by Karl; passed unanimously)

Tasks:

- Add C1 to next month's Agenda
- GM to resend Store Report to directors
- GM to resend report with corrections by 5/22
- GM to submit compliant Management Continuity report in October for BOD review.
- BOD to review and discuss Communication Committee report over e-mail.
- Amanda to update communication calendar events.
- Budget committee to present proposed 2012/2013 budget by June 30
- Amanda to submit suggested changes to Marilyn.
- GM to draft letter for audit proposal and collect 2-3 estimates for BOD review

Parking Lot:

- How can the board become more efficient, follow through and getting things accomplished?
- Space for GM to report he is overburdened (expand B5}