

**SRFC BOARD OF DIRECTORS MEETING**  
**May 22, 2014 6-9 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

**Present:** Thane, Larry, Dan, Karl, Meagan, Deb, Tom

**Absent:** Julie, Andrew

**Meeting commenced:** 6:02 pm

**Meeting ended:** 9:25pm

**April Meeting Minutes:** Approved with none abstaining, none opposing. Moved by Karl, Second by Dan

**Store Report:** Jeremy presented his report on current operations, events and activities at the store during the last month.

**GM Monitoring: B3 Financial Condition**

The Board did not accept this report due to corrections needed, but noted that all information it needed to understand the financial condition of the store was contained in this report and in the attachments to the Store Report. This policy will next be monitored at the board's August 2014 meeting and the issues identified in this report will be corrected and resubmitted by Jeremy.

Moved by Karl: Second by Deb; To honor the report without accepting it with the understanding that suggested changes will be incorporated in the next report. Motion passed with none abstaining; none opposing.

### **GM Interim Status**

The Board reviewed minutes from the March and April meetings and confirmed that Jeremy is acting in an interim capacity and that the Board will review his performance following the end of this quarter (June 30) and thereafter determine whether to confirm Jeremy in the role, to launch a GM Search, or take some other approach.

### **Reviewed GM Financial Plan through Year End**

Jeremy presented a budget for the period ending June 2015 in response to a request by Dan, Larry and Thane earlier in the week that he provide the board with his plan for optimizing operations at the store through the end of the year. Board members asked questions about the assumptions underlying the budget and asked for a specific and detailed plan for the actual measures to be taken to accomplish the goals set in the budget. The board appreciated Jeremy's good work at managing costs particularly labor and inquired about plans for increasing sales over the period. Jeremy will work on this and provide it to the board.

Moved by Tom, Second by Meagan: Jeremy will present a strategic plan for continued growth through the calendar year to achieve the budget. Motion passed with none abstaining; none opposing.

### **Board Self Monitoring**

The Board read and briefly discussed its policy D2, Board Job Description and noted that it is currently most actively seeking to improve its linkage with owners.

### **Membership Drive**

Meagan and Jeremy presented their plan for launching a spring membership drive at the annual spring meeting on May 31 and handed out materials prepared in support of it. Board members should read the articles provided by Meagan: Recruitment Guide for Board Members and Seven Steps to a Successful Membership Drive. Flyers are also now available and Jeremy requested Board members sign up for tabling at the store during the drive and also get 5 new members each to sign up.

### **Executive Session with Management**

We looked at Don's prospectus and discussed the issues of financial documentation based on the information in the form for the M-11 and the accompanying exemption application. The Board agreed to delay the Membership Loan Campaign and get either a review 2013 if it's deemed necessary to supplement the summary of findings presented last fall and to get an audit for 2014.

### **Financial Oversight Proposal**

Jeremy and Thane are looking at 3 different accounting firms and getting proposals for reviews and/or audits.

### **Executive Session with Board**

We met with Garland on the phone and he updated us on the work he is doing for the Coop. We discussed the question of pursuing further conversations with NCGA about their proposal to provide SRFC with management services and the board agreed to arrange a meeting with NCGA to discuss the proposal.

We planned a pre-meeting to discuss specific questions in pursuit of understanding the option on June 2, 5-6:30pm Thane's office.

Meeting with NCGA proposed for June 17. (Note: actual meeting scheduled for June 16 due to NCGA staff scheduling constraints).

### **Next Board Meeting June 23 6pm**

For now we will continue to meet at Thane's office

**Bike Rack**

Review Tom and Jeremy's work on Policies B1(Staff Treatment and Compensation) and B6(Emergency GM Succession)

Discuss Elevator Pitches

Discuss Democracy and Business Enterprise