

March 2010
Board of Directors Meeting Minutes
Syracuse Real Food Cooperative
 2 March 2010 ~ 6:00 - 9:00 pm
 500 Plum Street, Syracuse (5th Floor)

Item #	Time	Topic	Leader	Outcome	Related Documents
Business Meeting					
1	1	Preliminaries <ul style="list-style-type: none"> • Distribute Meals • Agenda Review • Task Review 	Ryan Gloria Tine		
2	1	Call Meeting to Order Accept Feb10 Minutes	Gloria	Accepted	SRFC_2009-02M.pdf
3	2	Mary Ann Fiedler	Gloria	Presentation	
4	2	Elias Gwinn	Gloria	Presentation	
5	2	GM Monitoring Report – <ul style="list-style-type: none"> • Policy B8 - Environment • Policy B7 - Membership • Policy B1 – Staff Relations 	Gloria	Accepted Deferred Accepted	all documents are on the project site
6	2	BOD MR (Policy D5)	Gloria		Survey Monkey
7	3	Store Report	Ryan	Presentation	
8	3	Retreat Report Review, 2010 Work Plan finalization	Gloria	Deferred	
9	3	Board event planning for 4/8 & 4/10	Gloria	Deferred	
10	3	Meeting Review & Meeting Adjourned	Gloria	8:40pm	

Board Members Present: Walley Francis, Kris Venne, Marcy Rothenberg, Gloria Kraegel, Larry Rutledge, Georgette Nicolaides, Thane Joyal, Vanessa Marquez
 Excused: Becca Jablonski,
 Guests: Ryan Gorham, Elias Gwinn, Mary Ann Fiedler

- 1 Preliminaries
- Distribute Meals
 - Agenda Review
 - Task Review

- 2 Gloria welcomed guests and Called the Meeting to Order at 6:20pm.
 Becca submitted her official resignation.
 The Feb 10 Minutes were accepted as compliant.
 (Motion: Georgette, Second: Kris) [4 in favor, 2 abstention]

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3 Presentation Mary Ann Fiedler (Clinical Assistant Professor of Accounting at the Whitman School of Management, Syracuse University)

She took a look at the Expansion Financials:

- Our growth pattern is constant; early on they should be more conservative
- The total numbers are OK, but the dollars need to be more pushed out.
- Banks want to see a concise Executive Summary (one page) that explains how we got to the numbers.
- Good timing: during bad economy, people tend to support local businesses.
- We need to put together a Marketing Package to present to possible candidates for member-loans:
 - Info on our sustainability
 - Examples of similar Coop expansions that are successful
 - Our best sales asset is Travis, he has all the answers
 - Show owners what we have done already from a customer service aspect
 - Show owners how they are getting paid back.
- Plans and projections look great.

How we market it and hiring the right people is key!

4 Presentation Elias Gwinn

- Elias had been in communication with the store concerning a fundraiser for Haiti.
- There is some confusion how the Coop can be integrated with Community Activism.
- He got verbal support, but nothing ever came of it.
- Elias has no experience with this and came to the meeting to inform the board about his difficulties.
- He wants to find out what the policy is on Community activism.
- Elias did talk to Travis before the board meeting
- There should be a clear statement of how or if the Coop is involved in Community Activism.

Board Reply:

- Understand from Travis that specific things in writing were asked for, but never received.
- There was some miscommunication
- Travis should be the one to deal with in the future.

5 GM Monitoring Report –

- Policy B8 – Environment was accepted as compliant.
(Motion: Walley, Second: Marcey) [7 in favor, 1 abstention]

- Policy B7 – Membership was deferred.

- Policy B1 – Staff Relations was accepted as compliant.

Points to be clarified:

1. High Turnover

2. “Standard deviation over 1 should be investigated” How does he investigate?

(Motion: Larry, Second: Walley) [1 abstention, 7 in favor]

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6 BOD Monitoring Report – Policy D5 (Survey Monkey)

- There is concern that the board is not always speaking as one voice, we are all on the same team.
- All board members should feel comfortable enough to voice opposition to any subject in front of the board.
- The board should stay out of operational issues. Travis can give us some feedback on the monitoring of this issue.
- The board has to be better at communicating to prevent “she said, he said” as the stakes are only getting higher.
- Some time should be made during meetings or an additional meeting planned for more informal interaction between board members.
- We should realize the difference between the board and Travis. This is Travis’ career. We, as a board are ‘amateurs’. That might be the reason why Travis reacts a certain way because it might upset the process.
- If Travis has an issue, we should encourage him to bring it to the whole board.

Additional informal board meeting: Tuesday, April 6th at Marcey’s house from 6:30pm to 8:30pm.

7 Store Report

- No new hires
- No departures
- We finished out February with 2.76% sales growth; March to date, we are up 9.25% At this rate, we are on track to meet most of the financial goals in this year’s business plan.
- We signed the contract to purchase the site, and we paid \$10,000 in earnest money.
- We have ended the first Saturday Owner discount day, and we are now allowing people to choose their own dates. Positive feedback so far.
- Upcoming dates to have in mind:
 1. We expect legal review of our member loan plans, and all relevant documents in your hands April 5th Our attorney was sick, pushing us back a few days. Thank you all for so promptly filling out the M11. We are still on track for our April 12th public launch.
 2. Fundraising at Marcey’s house is right around the corner.

Support needed going forward: Be prepared to talk about the member loan campaign. Please read the materials thoroughly once we get them back from our attorney, and please ask questions!

8 Retreat Report Review, 2010
Deferred to April 6th meeting

9 Board event planning 4/8 & 4/10
Deferred to April 6th meeting

10 Meeting Review and Meeting adjourned at 8:40pm

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Task List:
[New]

- Get loan materials and distribute so board can review (Gloria)

Bike Rack:

For Discussion –

- Political action items and support for state legislation:
2009 Proposed policy resolutions ('Organic Farms, Folks & Foods' Fall 2008):
 - o Organic farmers are committed to supplying safe food and to taking appropriate measures to ensure sanitary conditions in crop handling. Repeated incidents of illness and death from food contaminated with pathogens have resulted in proposals for regulations that will drive small-scale farms out of business while failing to address the root causes.
Therefore NOFA-NY resolves that: We support de mandatory use of potable water for washing produce. We oppose mandatory chemical treatment of wash water for fruits and vegetables for the purpose of disinfecting crops. And we oppose requirements that farmers destroy natural areas in order to eliminate all wild life and reduce biodiversity.
 - o There is a shortage of USDA inspected slaughtering and meat processing facilities in NY state, requiring livestock farmers to drive to Pennsylvania for the service they need to sell packaged cuts of meat; The regulations for slaughterhouses were written for large-scale facilities.
Therefore NOFA-NY resolves that state and federal regulations for those facilities should fe revised to be scale appropriate, and NOFA-NY calls on the NY Department of Agriculture and Markets to revise its regulations to allow farmers to sell individual cuts of meat from the animals they bring for processing.
 - o Many citizens would like to purchase raw milk for their personal consumptions; and NY-state certified dairy farms are currently selling raw milk that meets the highest safety standards, yet they are prohibited from selling that milk except directly from the farm.
Therefore NOFA-NY resolves that we support legislation that would allow dairy farms to sell raw milk through off-farm retail outlets.

Policy Revision & Additions–

- o Newsletter Editorial Policy & Advertising Policy
- o D5.2 Board members to review and disclose conflicts of interest annually
- o Review CDSCC template for policy recommendations & suggestion
- o Nominating Committee procedures