

February 2011
Board of Directors Meeting Minutes
Syracuse Real Food Cooperative
 22 February 2011 ~ 6:00 – 8:30 pm
 Whitman School of Management, Syracuse University

Item #	Time	Topic	Leader	Outcome	Related Documents
Business Meeting					
1	2	Preliminaries <ul style="list-style-type: none"> • Distribute Meals • Q&A with the GM – anything goes! 	Everyone Travis		
2	2	Call Meeting to Order Agenda review Task review Accept January minutes	Georgette Tine Georgette	Discussion Accepted	SRFC_2011- Januaryminutes.doc
3	2	GM Monitoring Report	Travis	Accepted	
4	2-3	Store Report & Expansion Update Meeting with CE	Travis Everyone	Presentation	
5	3	Committee & General updates (time 5 – 7 min each) <ul style="list-style-type: none"> • Treasurer's Report • Bylaws Committee • Ends committee 	Walley Karl Jamie	Presentation Presentation Presentation	
6	4	MR Policy D1 – Code of Conduct MR Policy D7 – Mailings	Vanessa Georgette	Discussion Discussion	
7	4	Business Meeting Adjourned	Georgette		

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Board Members Present: Georgette Nicolaides, Jamie White, Julie Longmore, Mary Anne Fiedler, Karl Newton, Dan Sanders, Vanessa Marquez, Chris Fowler

Excused: Walley Francis

Guest: Travis Hance

1 Preliminaries

- Distribute Meals
- Q & A with the GMB

2 Georgette Called the Meeting to Order at 6:34pm.

- The January 11 Minutes were accepted as compliant.
(Motion: Karl, Second: Marie Anne) [Unanimous]
- The December 10 Executive Session Minutes were accepted as compliant.
(Motion: Karl, Second: Marie Anne) [1 Abstention; 1 in Favor]

3 GM Monitoring Report

- Discussion
- The GM Monitoring Report was accepted as compliant.
(Motion: Karl, Second: Chris) [Unanimous]

4 Store Report (Travis)

- No new hires no departures
- January Sales were down 2% from last year
- February Sales were down 8.9% from last year
- We are meeting with Ben Walsh and Andy Maxwell on Tuesday, April 1 at 9:30am to discuss the Healthy Communities Initiative.
- We are planning a major store reset that was in the business plan but had been deferred. Development Cooperative will assist us, and we will likely make it overnight project.
- We are working on rethinking our pricing; the goal is to beat our competition where we can, and to get closer than we are currently where we can't. We will be adding a part time position (Pricing Analyst) to support this work.
- We were featured on front page of the City Eagle.
- CCMI-surprise \$750 for Coop
- May be on vacation for our next meeting, I will know around March 1st

Going forward: What do we think about Weave's Way façade?

The new façade is classy; the sunflowers do look beat up. Is there a happy medium, which goes along with our store inside? We may want to bring the change of the façade to our member meeting.

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Meeting with CE

- Board member was under the impression that it was going to be a free dinner
- Good place
- Interesting guy; he travels a lot
- CE's idea of making as much money as possible before expansion is a good strategy
- Meeting with CE and Travis together helped understanding what Travis does exactly
- Brought out the potential of the current store
- The difference between our store, Wegmans and Nature Tyme is very interesting: Wegmans beat us by 10-40% ; Nature Tyme beats or is even with us. We need to get closer to Wegmans and beat Nature Tyme. That will increase our sales. CE: "We can't get where they are, but we can look more competitive."

5 Treasurer's Report (Walley)

He will give us a full report, but we should be aware of the drastic swings.

Bylaws Committee Report (Karl)

- Met February 9th , 2011
- They identified 3 area's (somewhat intertwined):
 1. Whether we should keep the non-natural members of the Coop
 2. How Capitalization will be named; Stock or Capital Contributions
 3. How provide regularly attainable quorum for member owner meetings
- In each case, the subcommittee is to identify the salient issues for each issue, examine them for the relative merits – the "pros" and "cons" - and, where needed, indicate any interconnectedness of any "pro" or "con" with the other two issues. Lastly, the subcommittee will indicate whether the relevant document involved is the Articles of Incorporation, the Bylaws, or both, with suggested sequences of modification (amendment).
- Sub-Committee: Ron, Walley, Marilyn, Travis and Ron McFall (lawyer) for legal questions. Travis Hance will contact Bill Gessner, CDS consultant, to request his participation.
- The overwhelming consensus of the Joint Meeting was that this subcommittee should pursue this with all deliberate speed. In any case, a report of actual progress should be submitted to the SRFC Board of Directors prior to the March BofD meeting. (tentatively Mar 22, 2011)

Ends Committee

- Formulating committee members, getting interest from non-members
- Amanda will put something on Facebook
- Need a charter

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6 MR Policy D5 – Code of Conduct (Vanessa)

- 7 responses
 - Everyone was pretty much on the same page
 - We have to make sure we discuss problems during the board meetings
 - New board members will get packets.
 - Check with Walley if the conflicts with our Bylaws was ever fixed.
 - We represent the member owners not the employees.
- Every board member can decide to go about setting up Survey Monkey their own way.

7 Meeting adjourned at 8:28.

(Motion: Dan, Second: Marie Ann) [Unanimous]

TASKS:

- ut D1 – Governing Style on the agenda next month (Georgette)
- Send email about meeting with Ben Walsh and Andy Maxwell (Travis)
- Send out Bylaw committee meeting dates (Karl)
- Get paperwork back from Kris Van (Travis)
- Ask Walley if Conflicts with our Bylaws got fix (Travis)
- Set up social meeting with front line employees of store (Travis)