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## SCM BOARD OF DIRECTORS MEETING

October 26, 2021

### MINUTES

**Board Meeting Commenced:** 6:07 pm

**Location:** remote - Zoom

**Present:** Meg, Noreen, Colleen, Gabby, Michael, Jeremy, Jen, Scott, Gabe

**Absent:** Abigail, Rich

#### PRELIMINARIES

**Ends:** Waived

**Ground Rules/Guest Rules:** Waived

#### AGENDA REVIEW

Meg reviewed the agenda & upcoming important dates.

#### VOTING AGENDA

**September Minutes:** Colleen moved to accept the September minutes, seconded by Noreen. No discussion. All members present voted in favor.

**GM Monitoring Report B.5: Management Continuity:** Gabe, Scott and Don are equipped to handle the management of the Co-op should Jeremy be unable to. Jeremy would also like to improve succession of management staff for other key members of the management teams at both stores. Scott mentioned that there are several good candidates for stepping into management roles should the opportunity arise. Colleen moved to accept the report, seconded by Michael. No further discussion. All members present voted in favor.

**New Members:** New member list was displayed. Board members asked which store new members were coming from, and if it would be possible to list new members by store in future reports. Katie moved to accept the new members, seconded by Noreen. No further discussion. All members present voted in favor.

**Board Budget & CBLD Enrollment 2022:** Michael reviewed the proposed board budget. CBLD packages were discussed. Meg moved to accept the budget including enrollment in CBLD Basic for 2022, seconded by Colleen. No further discussion. All members present voted in favor.

#### GM FYI REPORT

The next Shop Small Sunday event at the Salt City Market will be held indoors on Halloween, in tandem with a trick-or-treating event within the Market that the Co-op will be participating in.

For Marketing, Facebook & Instagram followers are growing and engagement is steady. We have about a 17% open rate for our e-newsletter. Jeremy showed some recent reviews that the Downtown store has received, including comments about pricing, and Scott pointed out that in-person conversations about pricing with customers usually goes well.

Jeremy reviewed some cooler issues the Co-op has had at the Salt City Market that led to product loss and conversations with Market management. The Salt City Market will be covering the cost of lost product from a recent cooler outage, and Jeremy has provided documentation and an invoice. Jeremy and Gabe also talked with Market management about developing a more collaborative dynamic and shared marketing pushes, and they discussed options for funding food affordability programs such as FLOWER.

Jeremy reviewed key indicators and financial/sales updates.

## **DISCUSSION AGENDA**

**COI Declarations:** none

**Business Planning/Budget FY22 (B.2 Planning & Budgeting):** Jeremy discussed the progress of the business plan. He has a general budget sketch that he worked on with consultant Don Moffett, which he reviewed with the board. Meg asked if this budget includes the Kensington facade renovations, and Jeremy responded that it does but he wants to get more firm numbers on that. Jeremy will present the completed version at the next board meeting, but said that questions & further discussion are welcome.

### **Committee Reports:**

- **Member Engagement Committee:** Gabby gave a shout out to Katie for passing the baton to her for the Member Engagement Committee. The Committee is working on figuring out a date for the next meeting, and they are considering inviting community members to meetings as well as joining boards of local community organizations. They will be brainstorming community organizations to reach out to.
- **Capital Campaign Committee:** A thank you gift for Don has been ordered and he will also be acknowledged for all of his hard work on the Capital Campaign at the Annual Meeting.
- **Board Perpetuation Committee:** Rich was not present at the meeting so was unable to report on the Board Perpetuation Committee, but Meg noted that we received a board application from Marcelle, and that Colleen has submitted her application for reelection and Noreen will be reapplying.
- **Financial Review Committee:** Michael reported back from a recent meeting he had with Jeremy. This month's report is still in progress.

**Annual Meeting Plans:** Packet contents are due by next Monday so that the materials are on our website by Tuesday. Meg asked Jeremy if the auditors will be coming in November or December, and Jeremy responded that they came in January last year, and there is also the option for them to Skype in. Meg suggested a practice session for those who will be presenting at the Annual Meeting. Colleen and Katie volunteered to come up with an icebreaker for the meeting.

### **Board Monitoring Reports:**

- **D.9 Board Endorsements:** The board reported compliance with this policy.
- **D.7 Relationship to Member/Owners:** The board reported compliance with this policy, with some suggestions for improving member communication.

## **EXECUTIVE SESSION**

Board discussed the GM compensation agreement effective 7/1/21. Meagan moved to approve the current draft with revisions as discussed to the title (General Manager) and term (5 years), and with the addition of NY-compliant language on Confidentiality and Non-Solicitation. Second by Michael, no further discussion, all members present voted in favor.

**Adjourned:** 7:47 pm