



618 Kensington Road
Syracuse, New York 13210

syracuse.coop

P: 315-472-1385
F: 315-422-9021

contactus@syracuse.coop

SCM BOARD OF DIRECTORS MEETING December 20, 2022 MINUTES

Board Meeting Commenced: 6:06p

Location: Remote - Zoom

Present: Meg, Leah, Katie, Rich, Jen, Jeremy, Tracy*, Jason*, Denee*, Colleen C*., & Ryan*

Absent: Colleen G., Noreen, Abigail

**guests (nominees /electees)*

PRELIMINARIES

Ends: Reviewed by Meg

Ground Rules/Guest Rules: Reviewed by Meg

AGENDA REVIEW

Current and incoming board members gave brief introductions, and Meg gave an overview of the meeting structure for new board members.

VOTING AGENDA

November Minutes: Katie moved to accept the November minutes, seconded by Leah. No discussion. Meg, Leah and Katie voted in favor, Rich abstained.

GM Monitoring Report B.4 Communication to the Board: Jeremy reported compliance and reviewed the report, which includes dates of completed monitoring reports and the results. He explained his monitoring and communication responsibilities to the board. Meg moved to accept the report with two revisions: a discrepancy in the date of the prior B4 monitoring report, and that one of the reports in the table (B2) is still pending acceptance. The vote was not completed. This report will be voted on in January.

GM Monitoring Report B.7 Member Rights: This report was postponed to January.

GM Monitoring Report B.8 Treatment of Customers: Jeremy reviewed the policy and reported that customer survey results indicate positive customer relations. There were more non-responses in this year's member survey than in previous years. This is the first year that we have survey results from Salina store customers. There were fewer new members this year than last year. Shopper count decreased slightly at the Kensington store, but overall we have significantly more customers between the two locations. No further questions or discussion; this report will be voted on next month.

GM Monitoring Report B.10 Board Logistical Support: Jeremy reviewed board support such as the board administrator, use of the Basecamp app, notice of board meetings and making the board minutes available to Co-op members. Leah moved to accept the report, seconded by Rich, no further discussion. All members present voted in favor.

New Members: Meg moved to accept the new members listed in the FYI report, seconded by Rich, no discussion, all in favor.

GM FYI REPORT

Jeremy updated the Board on the status of plans for Kensington improvements and Salina reset. He reported on Thanksgiving sales performance. Inflation is still a struggle and disrupting our pricing strategy a bit, but sales-wise we are considerably out-performing the budget.

DISCUSSION AGENDA

Conflict of Interest Declarations: none

Annual Meeting Debrief & Minutes Review: Meagan asked the board if there is anything in this year's Annual Meeting minutes that should be adjusted before being put on file for voting at the 2023 Annual Meeting. No suggestions for edits were made.

Certification of Board Election: Meagan presented the board election results (below). Leah moved to accept the results, seconded by Katie, no discussion. All members present voted in favor of certifying the results; Meg abstained. For the Round Up results, the Sankofa Center won for the first round and RISE won for the second.

*Election Report:

Compiled by Jeremy and Colleen, 12/9/22 / amended 12/20/22

94 ballots cast

4 invalid (2 non-members/unidentified, 2 duplicates)

Vote totals

Member Number – Name – Vote Count

2856 – Meagan Weatherby - 82

4293 – Richard Barton - 80

5022 - Leah Witmer - 80

4910 – Denee Page - 80

3457 - Tracy (Mosier) Hogarth - 76

5172 - Ryan Suser - 75

Round Up Votes

Sankofa - 49

RISE - 41

We Rise - 40

Samaritan – 30

Committee Reports:

- **Board Perpetuation Committee:** Jason Sebo has submitted an application for the board, and the board can hold a vote to appoint him this session, and can also vote to accept Abigail's resignation.
- **Executive Committee:** The executive committee is working on planning the January board retreat. Meagan asked how board members feel about meeting on Zoom vs. meeting in person. Leah suggested that it's easier to stay engaged and to collaborate in person. Meagan said that the committee will work to plan an in-person retreat, but that if that doesn't work out, the board can hold an in-person gathering the night before. The retreat will begin with a team-building activity, then will go into principles of co-op governance, how the board cycles terms, policy revision, and creating a plan for continuing the process of policy revision.

Audit Update: Jeremy just got the audit drafts this week. There will be time scheduled during the January board meeting for the board to meet with the auditors and approve the audit.

Board Evaluation: Meagan will send the annual board evaluation to continuing and outgoing board members, and the board will review & discuss the results during the January or February board meeting.

Guests excused from the meeting.

Board Appointment: Meagan moved to appoint Jason to an interim board term, and to accept Abigail's resignation with thanks for her many years of board service. Seconded by Katie. All board members present voted in favor.

EXECUTIVE SESSION

Meagan moved to certify the vote conducted by email regarding Holiday Bonus. Second by Leah. No discussion. All in favor. Motion carries.

Adjourned: 7:52p