



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

October 24, 2023

MINUTES

Board Meeting Commenced: 6:11 pm

Location: Zoom

Present: Meg, Colleen G., Colleen C., Jason, Rich, Leah, Ryan, Jen, Jeremy

Absent: Tracy, Denee

PRELIMINARIES

Ends: Waived

Ground Rules/Guest Rules: Waived

AGENDA REVIEW

Meg reviewed the agenda and important dates, including upcoming CBLD trainings and the Annual Meeting on November 9. Scheduling for the next board meeting was also discussed (no change).

VOTING AGENDA

October 3 Board Meeting Minutes: Jason moved to accept the October 3 minutes as submitted, seconded by Ryan. No discussion. All board members present voted in favor.

New Members: Meg moved to accept the new members as listed in the October 23 GM Report, seconded by Colleen G. Colleen G. asked if we send a welcome email to new members. Jeremy responded that they receive a new member packet, and if they want to receive emails we add them to our weekly e-newsletter list. Colleen G. would like to send a welcome email on behalf of the board; this will be added to the task calendar for Board Perpetuation committee. No further discussion. All in favor.

GM Monitoring Report B.5 Management Continuity: Gabe is the current designated interim successor and he is knowledgeable about key information. Jeremy attended a session on GM succession at the fall NCG GM meeting and would like to incorporate material from that to use in this report in the future. We have bi-weekly Leadership Team meetings to share information and updates. Meg asked about some of the language choices in the report and whether it reflects things that have not yet been implemented; Jeremy clarified that is not the case. Leah moved to accept the report, seconded by Colleen C. All in favor (Colleen G. stepped away - no vote).

GM Monitoring Report B.3 Asset Protection: This report is largely about the Co-op's insurance coverage and purchasing due diligence. Jeremy reviewed our current insurance coverage & carriers. Jeremy also discussed the auditor's management letters and their primary recommendation, which is to create a policy around abandoned property. The board discussed creating an email or other contact option for staff to make confidential disclosures or voice concerns. Meg and Jeremy will discuss some other details of the report through email.

GM FYI REPORT

- **Kensington:** ACH payment is completed for the new coolers. Jeremy is waiting to meet with an architect and contractor about the facade project. Colleen G. has reached out to some colleagues about legal considerations and will have more information soon.
- **Salina:** The reset is about 85% complete as of the board meeting. It is looking good and we are making progress on moving the lighting. The new layout feels much more open and provides better sightlines down the aisles.
- **Marketing:** The website redesign with StayFresh is making progress, Jeremy met with them last week and it looks great. It should be easier to maintain than our current website.
- **General Updates:**
 - Jeremy is working with an attorney to rewrite our employee handbook.
 - Jeremy reviewed results from the CX Customer Survey. So far we have had great feedback, and are beating the industry standard in many areas. The biggest complaint has been in regards to ease of movement around the store.
 - Jeremy would like to start doing a monthly meet-up at one of the stores for Co-op members to meet with him and board members. The board and Jeremy will decide on a day to meet each month via email and will announce at the Annual Meeting and in the e-newsletter.

DISCUSSION AGENDA

Conflict of Interest Declarations: none

Audit Update: The final draft audit is in the board meeting folder. The audit came back favorable and the audit rep should be able to attend the November board meeting to speak with the board. Management letter not yet available.

Round Up Nominations: Jeremy and the board discussed local organizations that have been nominated for the Round Up program by staff and board members. The Board decided to only accept 501c3 organizations who are up to date with IRS 990s based on public record. Colleen G. will create a powerpoint presentation with some information about the organizations for the Annual Meeting.

Annual Meeting Planning: The agenda for the Annual Meeting is set. Colleen G. volunteered to introduce the board candidates. Ballots and candidate packets need to be prepared as well. Jeremy will put together the survey ballot for online voting. Board members should log in to the Zoom meeting at 6 on the day of the Annual Meeting. Jen will send a notification through the e-newsletter when the annual reports are available on the Co-op website, 1 week prior to the meeting (minimum). The voting period will end on December 8 and Rich will assist Jeremy in counting the ballots. The board and Jeremy discussed scheduling for the ballot review.

Committee Reports:

- **Board Perpetuation Committee:** There are several people interested in running for the board, but no additional applications have been received yet. As of now we will have one vacant seat in 2024, considering the increased board size. Colleen G. will follow up with potential candidates.
- **Policy Revision Committee:** Colleen C. said that policy C is set for review at the November board meeting, and she will be proposing a scope of work for 2024 as well. .
- **Executive Committee:** A calendar hold has been sent out for Sunday, January 21 for the board retreat. Our CBLD renewal is coming up, and Meg reviewed the board's usage of CBLD services. Colleen G. moved that we renew at the same rate for next year, seconded by Jason, no further discussion. All in favor.
- **Financial Committee:** Jason would like to meet with Jeremy after the Annual Meeting. A letter will soon be sent out to Co-op members who made member loans about the Co-op's position, and it will include board members' contact information (name/address).

EXECUTIVE SESSION - None

Adjourned: 7:52 pm