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SCM BOARD OF DIRECTORS MEETING

January 23, 2024

MINUTES

Board Meeting Commenced: 6:08 pm

Location: Zoom

Present: Meg, Colleen C., Jason, Ryan, Leah, Tracy, Colleen G., Jeremy, Benjamin Jones (guest)

Absent: Rich, Alex, John

PRELIMINARIES

Ends: Waived

Ground Rules/Guest Rules: Waived

INTRODUCTIONS

Board members and guests gave brief introductions at the beginning of the meeting.

AGENDA REVIEW

Meg reviewed the agenda and important upcoming dates, including the upcoming Coffee at the Co-op meet-up, the monthly CBLD meeting, and the February board meeting.

MEMBER FORUM

Ben was invited by Colleen to attend and was interested to learn we were working on accessibility at our Kensington store. Ben works for the Center for Disability Resources at SU and has a Masters Degree from CUNY in Disability Studies; currently working on additional MA in Higher Education with certificate in disability studies.

VOTING AGENDA

December 19 Board Meeting Minutes: Leah moved to accept the minutes as submitted, seconded by Colleen G. No discussion. All board members present voted in favor.

New Members: Postponed to next month's board meeting.

GM FYI REPORT

- Jeremy recapped and shared written reports/drawings about plans in progress for Kensington renovations. There is a critical need to replace coolers to prevent spoilage and equipment failure, so that phase was put into motion first (including consideration for long timeframe for equipment order). Currently that equipment is slated for install in April. Coolers cost \$40k; installation of coolers will be \$25k-\$35k.
- The original plan also included a repaired/renovated facade with new door and ramp; first bid received was \$176k in late 2022. Jeremy has now obtained a second bid for \$89k and will be talking to both contractors to make sure the scope of work is substantially the same, and will get an updated bid from the first contractor if prices have changed. He is also in the process of getting an accessibility study of additional options (different types of ramp vs. concrete; lift) that may be feasible.
- Part of the facade will be replaced when the coolers come in because the front of the store will need to be taken off for the coolers to come in. The store will be closed for approx 3 days. Jeremy is aiming to do phase 2 of the facade in later spring or summer.
- Cooperative Loan Fund of New England renewed our Line of Credit, and indicated that they would consider a subordinated mortgage on the building if we need to borrow against this line (which is a likely option to finance the facade and accessibility project).
- Jeremy recapped mid year financial performance. Consolidated results are healthy, with gross sales and net income that are both better than budget, but growth is below target at Salina and our cash position declined in December (typical mid-FY "low"). Jeremy is meeting with Maarten Jacobs (Allyn/SyrUp - leadership of Salt City Market) to discuss progress and partnership, and Maarten is also attending our Board meeting in February.
- February is member appreciation month (10% of any one shopping trip), and marketing is doing a direct mail campaign with a coupon targeting the West Side between downtown and Strathmore.

DISCUSSION AGENDA

Conflict of Interest Declarations: none

Housekeeping for New Year:

- **Annual COI and Board Code of Conduct:** Meg will distribute this by email, to be completed by each board member.
- **Board Contact Sheet:** Each board member should review/update their contact info in this sheet, and initial when done.
- **CBLD Training Options:** Board looked at upcoming webinars in the CBLD series, which are free through our CBLD annual subscription. Meagan will send info about registration.

Committee Reports:

- **Committee Membership and Meeting Schedule:**
 - Add Bylaws and/or Annual Meeting Committee?
 - Colleen G. will be on/lead Bylaws committee, Ryan will also be on the committee.
 - Decided to get Member Engagement up and running and then determine, by approx. late spring, whether a separate Annual Meeting committee is needed (vs folding it in).
 - Meg will contact Alex and John about committee membership. Jason will join Board Perpetuation. Colleen G. does not want to be on the member engagement committee, but will be involved/assist. Leah will lead the Member Engagement Committee.
 - Committee time will be allocated during/following board meeting, in the 7:30-8:00 space. We will create a rotating schedule and use breakouts as appropriate.
 - In February:
 - Policy Review - 10 minutes - Colleen C. will bring a calendar of proposed meeting dates /scope of work for group review.
 - Member Engagement- 20-30 minute breakout to discuss ideas / retreat takeaways and make a plan to proceed..
- **Board Perpetuation Committee (Colleen G., Rich, Meagan):**
 - We have one board appointee application in hand, and others that may be incoming. Committee will accept applications from appointees until 2/15 and look to fill our one remaining vacancy at the Feb board meeting.
 - Jeremy will send existing New Member letter to the committee for review re: adding information about Board meetings / serving on the Board.
- **Policy Revision Committee (Colleen C., Meagan):**
 - Board Retreat next steps: Covered above
- **Member Engagement Committee (Leah, Tracy, John, Dave Larkin):**
 - Reminder – “Coffee at the Co-op” pop-in
 - Board Retreat next steps & charter: Covered above

Board Retreat Debrief: Based on the retreat discussion, our annual calendar will include 2 sets of action items:

- Policy review - committee next steps
- Inclusion and access - need to articulate next steps - would benefit from training to make sure we're all using the same language. Tracy had a conversation with Hether after to begin discussing resources and common language/understanding on this topic - who are we serving as a Coop, who do we want to provide access for? Tracy is going to look around at local providers for DEI training. Colleen G. mentioned looking at IFW Intergroup Dialog. Meg and Jeremy also had a debrief meeting. “Strategic learning” section of the annual calendar will build out events and assignments. This will set the foundation to reconsider Ends revision in the second half of the year.

2024 Board Calendar: The Board reviewed the 2024 Board Planner - DRAFT in progress.. Board members were asked to review more closely and to send comments/questions. Jeremy was asked to review the schedule for GM monitoring and request any changes desired.

Adjourned: 7:37p