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SCM BOARD OF DIRECTORS MEETING

May 28, 2024

MINUTES

Board Meeting Commenced: 6:09 pm

Location: Commonsplace

Present: In person: Jason, Ryan, Colleen G., Meg, Jeremy; via Zoom: Alex, Colleen C., Leah, John, Lauren, Rich, Jen

Absent: Tracy

PRELIMINARIES

Ends: Waived

Ground Rules/Guest Rules: Waived

AGENDA REVIEW

Meg shared an overview of the agenda, including these reminders:

- The next CBLD meeting is Monday, June 10 at 9am.
- We need one more board member to volunteer for the Coffee at the Co-op member meet-up on June 13 at the Kensington store.
- The next board meeting is scheduled for June 25, but Jeremy may not be in attendance and this may not be the best option for several board members. Meg will send out a Doodle poll with some options for alternate meeting dates.

REFLECTIONS ON DEI CHALLENGE: PART TWO

Colleen C. shared about centering community and opportunities for the Co-op to participate in community.

Ryan shared about the delicate balance of finding safety & security with limited resources.

Meg shared about the idea of belonging and fostering a diverse sense of ownership & belonging at the Co-op.

Colleen G. shared about having a well-resourced community, and how the Co-op can be a part of that.

MEMBER FORUM

NA

VOTING AGENDA

April 30 Board Meeting Minutes: Meg made some small edits to the minutes submitted. Meg moved to accept meeting minutes, Ryan seconded. No discussion, all board members voted in favor with Colleen G. abstaining.

GM Monitoring Reports B1, B2, B7, B8: Meg asked if any board members have questions about any of these reports before voting. Discussion:

- Lauren asked if performance at Salina is lower because labor is higher; Kensington doesn't have a Prepared Foods staff, and she asked whether or not this expense is shared between the two stores. Jeremy clarified that the cost of Prepared Foods labor is not shared, but the Cost of Goods for that department is transferred to Kensington. When monitoring performance overall, Jeremy isolates Prepared Foods as its own "profit center." Lauren mentioned she did not see Prepared Foods separated in the report, so Jeremy shared how he monitors this department's performance in his internal monitoring & reporting. Additionally, he said that the budget for Salina is built with this Prepared Foods labor accounted for.
- The board discussed the "red lines" referred to in the B2 Planning & Budgeting report. These red lines were originally created as metrics that the board could look at to measure the performance of the Salina store. Although we are hitting these red lines, they are not the triggers we thought they were due to other mitigating factors.

Jason moved to accept the B1, B2, B7, and B8 reports, noting noncompliance on the B1 report. Meg seconded. All board members present voted in favor (Leah absent).

Board Perpetuation Committee Charter Renewal: Meg, Rich, Colleen G., and Ryan are participating in this committee. Colleen C. asked if it is part of the responsibility to support the board perpetuation process. Meg & Colleen G. responded that that is not a formal expectation, but the Vice President is welcome to be involved if desired. Meg moved to accept the Board Perpetuation Committee Charter, seconded by Ryan, no further discussion. All board members voted in favor (Leah absent).

Policy Review Committee Charter Renewal: Colleen C. reviewed the charter, noting that Lauren has joined the committee. Meg moved to accept the charter as submitted, seconded by Ryan. Discussion: Meg thanked Lauren for joining the committee. All board members present voted in favor (Leah absent).

Board Self-Monitoring D2 & D3: Colleen C. reviewed notes from an April meeting of the Policy Review Committee on these two policies. She reported that the Committee found the Board to be in compliance with these two policies, with a couple of notable exceptions to Policy D2: The Board's Job:

- The Board is self-aware of lack of representation of full membership and target customers, and is seeking to address it
- The Board has not performed timely performance evaluation of GM. Board culture has been to pull together monitoring reports with context setting commentary, but that process has been delayed.

Colleen G. moved to accept Board Monitoring Reports D2 & D3, seconded by Ryan. No discussion. All board members present voted in favor.

GM FYI REPORT

No written report this month.

- **Salina Updates:** Struggling with theft at the Downtown store.
- **Kensington Updates:** The renovations and ramp installation at the Kensington store are scheduled to begin on June 17.
- **General Updates:** The Common Council meeting will be June 3 at 12p, Jeremy may not be able to attend so if a board member would like to attend, it might be good to have representation from the Co-op in the room. The SEDCO application is in the works.

DISCUSSION AGENDA

Audit Engagement Letter: Our auditing team at Wegner have been engaged, the audit will begin next month.

Committee Check Ins:

- **Member Engagement Committee:** The Member Engagement Committee has discussed doing cooking classes for Co-op members & customers, as well as a meet-up for a happy hour at the Salt City Bar. Meg wondered if the board should form a planning committee for the Annual Meeting this year, as we are pushing for quorum and will need the board to help with member engagement initiatives such as phone banking. Member Engagement Committee members agreed to assist with the quorum push. The Committee is working on a charter renewal including these objectives.

EXECUTIVE SESSION

None

Adjourned: 7:27 pm

Committee Breakout Meetings took place after meeting adjournment: Board Perpetuation Committee, Bylaws Committee, & Member Engagement Committee.