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SCM BOARD OF DIRECTORS MEETING

September 24, 2024

MINUTES

Board Meeting Commenced: 6:07 pm

Location: Zoom

Present: Meagan, Lauren, Colleen C., Colleen G., Ryan, Leah, John, Jen, Michca (guest)

Absent: Rich, Jason, Alex, Tracy, Jeremy

PRELIMINARIES

Ends: Waived

Ground Rules/Guest Rules: Waived

MEMBER FORUM

Guest Michca introduced herself and expressed interest in seeing what board meetings are like. Meagan explained that this meeting will be a little different than usual due to Jeremy's absence, but wanted her to sit in before the upcoming board election. Meagan will follow up with her after the meeting to discuss board service and candidacy further.

AGENDA REVIEW

Meg shared an overview of the agenda, noting a heavy discussion agenda, and included these reminders for upcoming dates:

- The next CBLD meeting is Tuesday, October 22 at 6pm.
- The next board meeting is Tuesday, September 24 at 6pm via Zoom.
- The Annual Meeting will be held on Thursday, November 21 at 6pm at the Salt City Market Community Room.

VOTING AGENDA

August 13 Board Meeting Minutes: Leah moved to accept the minutes as submitted, seconded by Colleen C. No discussion. All board members present voted in favor, Colleen G. and Ryan abstaining.

New Members: Meagan moved to accept the new members, seconded by Ryan. No discussion. All board members present voted in favor.

Board Self-Monitoring Report D4 Officer's Roles: Colleen C. reviewed the policy. D4 outlines the roles and responsibilities of the board officers. In reviewing the policy it was found that the officers did not overstep by attempting to individually supervise the GM, and evidence was given that the Board President is meeting her duties, that the Vice President steps in when needed, and that the Treasurer and Secretary are meeting their duties as well directly or through delegation. At the 2024 retreat there was a discussion about potentially realigning these duties, with the President shifting into less direct meeting prep/organization work and more emphasis instead on oversight, facilitation and compliance. .

Board Self-Monitoring Report D5 Board Conduct: Duty of care was discussed at the 2024 board retreat, but it was found that the board could incorporate this language more into the monthly board meetings and board nomination process. No evidence was found of self-dealing, but one board member still needs to complete the annual update of their Conflict of Interest form. It was found that directors have not exhibited violent, oppressive, or racist behaviors or speech, and that the monthly meeting ground rules require respectful conduct at all times. For confidentiality, the board makes use of executive sessions as needed. It was noted that there was 100% participation of board members at the annual retreat, 81% attendance average for monthly board meetings, and 91% of board members participated in DEI conversations. Ryan moved to accept the D4 and D5 reports, seconded by Colleen G. No further discussion. All board members present voted in favor.

Ends Report: Meagan reviewed the Ends report submitted by Jeremy. A previous draft of this has been discussed at a previous board meeting and via email. Colleen C. moved to accept the Ends report, seconded by Meagan.

Discussion: Colleen C. noted that there is a chart in the report in which the data is not reflected accurately, and this data has been shared with the board via email but is not reflected in the report. Colleen G. requested a document with page numbers. Meagan will edit the document to add page numbers and insert the email discussion with Jeremy will the relevant information. Meagan amended the motion to approve the report including the email

discussion. All board members present voted in favor (John was temporarily absent for this vote).

DISCUSSION AGENDA

Introduction: Board members took turns giving brief introductions to guest Michca.

2025 Board Retreat Planning: A tentative date for the 2025 annual board retreat has been set for Sunday, January 26.

Annual Meeting Planning: The Annual Meeting has been confirmed for Thursday, November 21 at 6pm at the Community Room in the Salt City Market. The copy deadline for the New Leaf is September 30, and will contain all of the Annual Meeting materials and reports, including the agenda, the 2023 Annual Meeting draft minutes, the President's report, the store report, the Treasurer's report, a board column and a GM column. Meagan will collaborate with Colleen C. on the board column, and Colleen G. or Ryan will put together a short write-up about the proposed bylaws changes. The Co-op's graphic designer Kate is working on a postcard invitation design which should be ready soon. There will be time set aside at the October board meeting for board members to work on handwriting messages to members inviting them to the Annual Meeting. Committee members should come up with activities for the stations related to their committee work at the Annual Meeting. Jason and Jeremy will collaborate on the Financial station, Colleen C. & Leah will work on the Ends/"What is Healthy" station, Colleen G. & Ryan will work on the Legal Documents station, and John and Leah will work on the Member Engagement station. At the next board meeting, Meagan would like each team to give a brief idea of what they plan to do and what supplies they will need.

Committee Check Ins:

- **Board Perpetuation Committee:** We'll need at least one candidate to keep all of the board seats full. We are in discussion with 1 new potential candidate. We previously had discussions with another prospective candidate, and will circle back to invite their application for the election.
- **Executive Committee:** The Executive Committee met with Hether from CBLD last week to discuss Annual Meeting planning, and had a special meeting about Annual Meeting plans with the rest of the board afterward. The agenda from this meeting has a detailed Annual Meeting outline. The Executive Committee also had a meeting with Jeremy to discuss his annual performance review that was completed in August.
- **Policy Review Committee:** Colleen C. reported that the D6 and D7 Board Self-Monitoring Reports will be prepared for the October board meeting. She also gave a recap of the presentation given by Gabby Davis about rethinking what "healthy" means, noting that it was an inspiring and thought-provoking conversation and that this might be an opportunity to rethink the Co-op's role going forward.
- **Legal Documents Review Committee:** Colleen G. and Ryan plan to meet to discuss Annual Meeting plans.
- **Member Engagement Committee:** The Happy Hour member meet-up was only attended by one member. Leah shared that she doesn't think these meet-ups are the best way to drive member engagement at the Co-op. Colleen G. proposed having an activity or doing volunteer work. Lauren suggested an activity related to gardening, or something food-centric like a potluck. It was decided to shelve the monthly meet-ups and reassess after the Annual Meeting. Colleen C. noted that there is already a point of connection between members/customers and staff, and wondered if there is an opportunity for the board there - if members aren't coming to board events, maybe the board should go to them. There was a lot of interest in a "Board Picks" program for in-store connections. Leah said she will think on this and send out a follow up email.
- **Finance Committee:** Yesterday morning the Finance Committee met with Jeremy to go over the August financial statements. Jeremy said that we have not received a response from SEDCO, likely due to staffing changes in who is reviewing our application.

Committee members will need to meet outside of the board meeting to collaborate on plans for the Annual Meeting. Meagan reminded board members about the September 30 deadline for New Leaf content.

Adjourned: 7:23 pm