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SCM BOARD OF DIRECTORS MEETING

April 22, 2025

MINUTES

Board Meeting Commenced: 6:03 pm

Location: Zoom

Present: Colleen, Meagan, Tracy, Leah, Lauren, John, Ryan, Michca, Jason, Jeremy, Jen

Absent: Alex, Rich

PRELIMINARIES

Ends: waived

Ground Rules/Guest Rules: waived

AGENDA REVIEW

Colleen reviewed the meeting agenda, noting that there will be an executive session at the end of the meeting. She reviewed the following upcoming dates:

- **CBLD & Executive Committee Meeting:** Monday, May 12 at 9 am
- **May Board Meeting:** Tuesday, May 20 at 6 pm

VOTING AGENDA

March 25 Minutes: Meagan moved to accept the minutes as submitted, seconded by Tracy. No discussion. All board members present voted in favor, with Ryan, Jason, and Michca abstaining.

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

Bylaws Committee Charter: Ryan presented the Bylaws & Legal Documents Committee Charter. The goals of this committee are to amend the Co-op's certificate of incorporation and possibly the bylaws in order to offer "preferred" stocks. We will need to have quorum at the Annual Meeting in order to have a vote on these changes, and will need to have materials prepared and information available ahead of the vote. Ryan needs to do some research and is shooting for June or July to submit the proposed changes to the group so we're on track for a vote at the Annual Meeting. Colleen asked if the preferred stocks will be offered as a new option or to convert existing shares. Meagan and Jeremy responded that it is both. Members could choose to switch to preferred shares if desired. The committee charter is not ready to be presented to the board and voted on; Ryan will work on reviewing and updating the charter from last year.

Board Perpetuation Committee Charter: Meagan presented the Board Perpetuation Committee charter. The charter will go into effect on June 1 and will be in effect for one year. This year's committee members include Rich (chair), Meagan, and Jason. Colleen moved to approve the charter, seconded by Jason. No further discussion. All board members present voted in favor.

Ends Policy: Colleen shared the updated/revised Ends Policy, which is the Co-op's "mission statement." This policy is what Jeremy is called to report on at the end of every year; more specifically, he reports on his interpretation of these ends. John moved to accept the revised ends policy, seconded by Meagan. Discussion: the board would like to include the updated ends policy in a future e-newsletter and New Leaf. All board members present voted in favor.

Resolution to revise list of officers on SCM Bank Account: Colleen reviewed the Certification for Corporation or Organizational Account which lists the board officers who have access to the Co-op's bank account. The document was updated to reflect the current officers. Michca moved to approve the certification, seconded by Meagan. No further discussion. All board members present voted in favor.

GM REPORT

- **Kensington Updates:**
 - Sales were up in March, but are slowing. Growth is all customer count; limited increase in basket size. Grocery, frozen, perishable, and prepared foods are leading growth.
- **Salina Updates:**
 - There was 16% sales growth in March, with Salina's best sales week ever (week ending 3/16).
- **General Updates:**

- Gabriel is leaving the Co-op and we will need to hire a store manager for Downtown. This will be discussed more in Executive Session.
- The Finance Committee has not had the chance to meet, so Jeremy will present the budget at next month's board meeting.

DISCUSSION AGENDA

Committee Check Ins:

- **Executive Committee:** Colleen shared the next CBLD meeting is 5/12, 9AM
- **Board Perpetuation Committee:** Meagan shared that they are working on the process this year
- **Policy Review:** Ends policy process complete, next moving to C policy Self-Assessment
- **Legal Documents Review:** Ryan will have a draft charter for May meeting, aiming to complete most of the work by August.
- **Member Engagement:** Leah shared that the group will pursue Sunday market opportunity
- **Finance Committee:** Next meeting is 5/7 to review quarterly financials

EXECUTIVE SESSION commenced at 7:13PM. Jeremy provided the board with updates about the hiring process for Downtown store manager, including anticipated timeline.

Adjourned: 7:30PM