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SCM ANNUAL MEMBERSHIP MEETING November 21, 2024 MINUTES

Location: Salt City Market Community Room

Call to Order:

Meagan Weatherby, Board President, called the meeting to order at 6:20 PM

Land Acknowledgement & NATIFS

Meagan acknowledged the Onondaga Nation and invited members to join the Co-op in supporting NATIFS (North American Traditional Indigenous Food Systems). During the month of November, every purchase of a Field Day item at the Co-op will donate 5 cents to NATIFS, along with other food co-ops nationwide.

Agenda Review

Meagan noted that we will not be calling for a vote on the proposed amendments to the bylaws and articles at this meeting; this will be a discussion item only.

Introductions:

The board members and staff present introduced themselves.

2024 Board of Directors

Meagan Weatherby, President
Colleen Cicotta, Vice President
Jason Sebo, Treasurer
Colleen Gibbons, Secretary
Richard Barton
Lauren Boldon
John Desantis
Tracy Hogarth
Alex Olt
Ryan Suser
Leah Witmer

Management team members present

Jeremy Dechario, General Manager
Don Deveau, Member Services Coordinator
Jen Eldridge, Marketing Manager & Board Administrator
Scott Pierson, Kensington Store Manager
Gabriel Smith, Salina Store Manager

Determination of Quorum:

55 members present (quorum of 100 not achieved)

Proof of Due Notice of Meeting:

Meagan reviewed the proof of due notice.

Store Signage

Kensington Posted October 24

Downtown Posted October 28

Social Media

Instagram Posted October 19

Facebook Posted October 19

Facebook Event Posted October 19

Newsletter

Save the Date Announcement October 3

Official Announcement October 17

Disposition of Minutes - 2023 Annual Meeting:

This vote is unofficial due to lack of quorum.

Motion to approve the minutes contained in the meeting packet - Blane Delancey

2nd - Julia Liebell-Mclean

Discussion - None

55 yay, 0 nay, 0 abstaining - motion carries

President's Report:

Meagan Weatherby briefly reviewed the Board President report, which was also included in print in the Annual Meeting packet. Each topic covered in the President's Report will be discussed in more detail in each of the meeting breakout stations.

Treasurer's Report:

Jason Sebo presented the Treasurer's report.

- The board met with the Co-op's auditors prior to the Annual Meeting. They highlighted the Co-op's sales growth which was just about 5%.
- We experienced a net loss of \$66,000 on the year due to a variety of mixed costs, including the investments in capital projects at the Kensington store.
- The Co-op has been doing well in the first quarter of FY25.

GM Report:

Jeremy DeChario reviewed the GM Report.

- Jeremy reviewed the annual sales, and the growth in membership and customer count at both locations.
- Kensington is subsidizing the Salina store, which is as expected. We don't look at the Co-op as a store-by-store operation, but treat it more holistically. Salina carries all of the prepared foods labor as well as half of the management labor costs.
- Equity is being invested back into the business, for example with the recent renovations & new cooler project at Kensington.

Q&A on Reports:

- A member asked about the 8% net income increase at the Salina store.
We received some grant money for the Downtown store.
- How critical are new customers to actual revenue growth, and what is the percentage of non-member purchases?
Both stores have different statistics. At Kensington, sales consist of between 55-70% of member purchases. At the Downtown store, it's about 30-40% member sales. There is a 2-4 average "lifespan" on our average customer, so we are always trying to attract new customers, specifically students.
- What's the strategy for recruiting new customers to Downtown and Kensington?
We use social media, direct mail campaigns, and advertising, including print & digital advertising with the Daily Orange.
- Email submitted question: Why has there been a reduction in the bulk products the Co-op offers?
There has been a significant decline in customer demand for bulk items. Additionally, we often face quality control issues with certain bulk products, such as honey. Some packaged items are more sustainable than bulk, as many liquid bulk items come packaged in large plastic containers. For items such as Dr. Bronner's soap, which now sells refills packaged in paper cartons, the packaged item is likely more sustainable.
- Has the Co-op been able to leverage anything from the demise of Natur-Tyme?
When Natur-Tyme closed, they approached us about selling their private label supplements; however, the order quantity was not compatible with our available storage space.
- Comments about advertising bulk herbs and herbs that the Co-op doesn't carry
We are happy to hear requests, but quality is hard to maintain if specialty items don't turn over quickly enough.

Unfinished Business:

Meagan called for Unfinished Business. None raised.

New Business:

- **Round Up:** Two organizations have been chosen by the board for the next two quarters coming up in 2025. The Co-op is working on launching a broader economic inclusivity program that would include an affordability discount and a subsidized membership, and is considering using Round Up to help fund this program, rather than raising money for community organizations.

- **Overview of Bylaws and Articles Proposal:** Colleen Gibbons gave a presentation on the proposed amendments to the bylaws and articles:
 - The bylaws were last amended in 2019, and the Co-op's Certificate of Incorporation was filed in 1977 and has not been updated since that time.
 - The board would like to make some basic changes to the articles of incorporation including fixing typos, using gender-neutral language, and changing the number of board members from 12 to 13.
 - The changes to the bylaws would include fixing typos, changing the number of board members, and changing the General Manager's title to Cooperative Executive Officer. It would also include language for how the Co-op handles abandoned property (equity of members who have either moved away or passed away), which has been requested by our auditors.
 - Another proposed amendment to the bylaws would be to change the Co-op from a non-stock corporation to a stock corporation, which would allow people to buy non-voting stock to invest in the Co-op.
- **Revisiting Our Ends Policy - What Does Healthy Mean?:** Colleen Cicotta shared the Co-op's Ends Statement, which serves as the "mission statement" of the Co-op. She noted the use of the word "healthy" in the Ends Statement and discussed how that could mean different things to different people. Inspired by the work of Gabby Davis, the board has been reconsidering the use of the word "healthy" and would like to hear from members about what healthy means to them in order to evaluate whether we are serving members' needs. Colleen invited attendees to visit the What Does Healthy Mean? breakout station to share their feedback.
- **Member Engagement:** Leah Witmer invited attendees to visit the Member Engagement breakout station to share ideas about how they would like to engage with the board and the Co-op.

Q&A On New Business & General Inquiries:

- Has it been a long time since quorum was achieved at an Annual Meeting?
The last time we had quorum was in 2019 and the bylaws were amended then. We expected this meeting to be lighter as this is the first in-person meeting we've had in several years. Members were encouraged to share ideas for increasing attendance in the future.
- Does voting have to happen in person?
Yes, for a bylaws amendment it is required that there is a two-thirds vote of members present at a meeting.
- With the Downtown store's proximity to lower income neighborhoods, has the board looked at recruiting members from those areas?
This has been discussed, but we could be doing better. The affordability program is a part of working to shift this.
- Is proxy voting allowed?
No.

Annual Board Election: Rich presented this year's board candidates. This year we have a competitive election, with 4 available seats and 5 candidates. Candidates present briefly introduced themselves, and Rich read the candidate statements of those who were not in attendance. Voting will be open until December 20, and members can vote for up to 4 candidates. This is our first competitive board election in 12 years.

The board thanked Colleen Gibbons, who is cycling off the board at the end of this year, for her six years of service, and for all that she has done to contribute.

Adjourned: 7:24 PM
