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SCM BOARD OF DIRECTORS MEETING

December 16, 2025

MINUTES

Board Meeting Commenced: 6:08 pm

Location: Zoom

Present: Meagan, Michca, Colleen, Alex (logged off 7:15 pm), Jason, Tracy, Lauren, Jeremy (6:22 pm), Jen (6:22 pm)

Absent: Ryan, Rich, Leah

EXECUTIVE SESSION

Tracy, Meagan, Michca, Jason, Alex, and Colleen were present for the Executive Session. Bruce Meyer from Wegner CPA attended to share feedback and offer answers to any questions about the FY25 audit report. We received a clean audit and no concerns with internal controls. Note: Jason Sebo - joined as Bruce was leaving about 6:15.

MEETING OPENING

Ice Breaker: what would you choose as a super power?

AGENDA REVIEW

Meagan reviewed the agenda and upcoming dates, including:

- Tuesday, January 6 at 9pm CBLD/Executive Committee call via Zoom
- Saturday, January 11 9am-3pm Board Retreat at the Salt City Market Community Room

MEMBER FORUM

n/a

VOTING AGENDA

November 18 Meeting Minutes: Alex moved to approve the minutes, seconded by Tracy. No discussion. All board members present voted in favor, Lauren and Michca abstaining.

New Members: Meagan moved to approve the new members as listed in the FYI report, seconded by Lauren. No discussion. All board members present voted in favor.

GM Report B.3 Asset Protection: Jeremy reviewed the report. The management letter from our auditors made two recommendations to improve internal controls at the Co-op. The first has been addressed, with members approving the updates to our bylaws and Articles of Incorporation so that we can manage abandoned equity. The second is to maintain standards moving into a multi-store environment; however, we have no significant deficiencies in our cash handling policies based on our audit results, and the auditing team did not express concerns. A question was asked about section 5 of the report, which states the General Manager must not allow deposits or investments to be unreasonably risked. We have a small amount on deposit in our credit union that's over the insurance limit, and it's something that we may want to revisit in the future as cash grows. Michca moved to approve the report as submitted, seconded by Jason. No further discussion. All board members present voted in favor.

Board Appointee Vote - Zack Neville Young: Due to one of our board candidates withdrawing from the election shortly before the annual meeting, we did have one vacant seat on the board for 2026. We received an application from Zach Neville Young, who attended our board meeting last month and is interested in joining the board. Meagan met with him and believes he would be a great candidate due to his experience in areas like socially responsible finance. Meagan moved to appoint Zack Neville Young to the board, seconded by Michca. Discussion: Meagan noted that she thought there would be another applicant, but they didn't officially apply. All board members present voted in favor.

GM REPORT

Kensington Store:

- Jeremy has started looking into options for new bulk fixtures and obtaining a quote.

Salina Store:

- Sales continue to grow, frozen & packaged goods continue to lead. Produce and prepared foods were slightly down vs. previous years.

General Updates:

- Uncertainty with SNAP benefits impacted our sales in November, but we have rebounded this month. Other co-ops have had similar experiences.
- Thanksgiving sales were up at both stores vs. previous years.
- Food For All: We will be finalizing the new member packet that includes the Food For All membership option this week. We are working on reaching out to Double Up members about applying for the Food For All memberships, and developing other outreach and marketing materials. The goal is to launch by January 1.

Lauren asked if we are concerned about another potential government shutdown. Jeremy has met with local community organizations and some elected officials about how to navigate future government shutdowns and impacts on SNAP benefits.

DISCUSSION AGENDA

Review Annual Meeting Minutes: Meagan presented the minutes, making some minor edits with the help of Jeremy and other board members. Meagan asked the board to review the minutes in the next few days and give any feedback via email.

Annual Self-Reflection: Each year board members complete a brief reflection on what worked well, what could be improved, and any suggestions board members might have that would make a positive change in board effectiveness in the future. Board members took five minutes to complete the reflection individually.

Board Election Results & Certification: The election results are: 99 ballots cast online, 2 paper ballots cast, 101 ballots total. All board members on the ballot were elected (Lionel: 77 votes, Paul: 78 votes, Leah: 89 votes, Emma: 83 votes, Miguel: 85 votes). Meagan called for a vote to certify the election results and moved to approve the results. Michca seconded the motion. No further discussion. All board members present voted in favor. The revisions to the bylaws and Articles of Incorporation also passed, but this does not need to be certified by a board vote.

January Retreat Planning: The Executive Committee and Jeremy met with CBLD consultant Hether to discuss the 2026 retreat agenda. The retreat will be at the Salt City Market Community Room from 9am-3pm with a short break for lunch. There will be time for team-building and ice breakers at the beginning of the meeting so that new and continuing board members can get to know each other. Hether will present a grocery business basics training, and Jeremy will do a financial basics training and a training around owner investment. There are several ideas for how to use the final segment of time, including a discussion of standards for the board's work, or reviewing processes for committee work. Meagan asked for feedback and if there are any suggestions from board members of things they would like to work on or discuss. Colleen said she thinks team-building will be an important part of this retreat, as we will have five new board members attending. Alex said he would like to revisit the discussion about the Co-op's ends with the new team.

Meeting Schedule & Pacing: Colleen asked for feedback about meeting times and whether board members prefer to meet on Zoom or in person. Meetings will still be held on the fourth Tuesday of each month. Michca suggested discussing this at the retreat so new board members can weigh in on what works best for them. Meagan said that she let the board candidates know about the meeting days and times in one-on-one meetings, and most are flexible. Board members discussed their preferred meeting times, and decided to continue the discussion with new board members before finalizing meeting times.

Committee Updates: Meagan reviewed the status of the committees going into the new year. She noted that the legal documents committee could transition to a capital committee next year. For board perpetuation, the election of officers is typically done in February or March, but there will be vacancies in some officer roles due to Meagan and Jason cycling off, so the board may want to appoint interim officers ahead of the election.

Recognition of Outgoing Board Members: Board members thanked Jason and Meagan for their contributions and board service.

Adjourned: 7:30 pm