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SCM BOARD OF DIRECTORS MEETING

May 2026

MINUTES

Board Meeting Commenced: 6:04PM Call to order

Location: Online via Zoom

Present: Alex, Colleen, Emma, Leah, Lionel, Michca, Miguel, Tracy, Zack, Jeremy

Absent: Paul

Ice Breaker: Vegetable or fruit you are excited about.

AGENDA REVIEW

Colleen reviewed the agenda and upcoming dates, including:

- CBLD/Executive Committee Meeting on June 9 at 9AM via Zoom
- June Board Meeting on June 23 4:30PM in person at Salt City Market
- Note that board binder has been updated to include both a copy of the new bylaws and previous version

No Guests tonight.

GM REPORT

Kensington Store:

- Bulk fixtures have been purchased, looking to do the reset mid-June. We'll do a bulk sale to sell down product in advance of the reset.

Salina Store:

- Still managing staffing changes in prep foods to align with current needs. Still struggling to restaff the kitchen. Team will evaluate a couple of pre-made salads and will rework the mix of offers. New manager is very culinary, and creative.

General Updates:

- CCMA - Jeremy will travel to Minnesota as a presenter at this annual Co-op conference
 - CCMA will be in Ithaca, NY in 2027
- Our cost plus pricing will be adjusted which should result in about \$20k in savings each year. We will also now have access to a conventional line through UNFI, which we plan to incorporate into the Downtown store.

DISCUSSION AGENDA

- **Annual Meeting -**
 - Planning should start this month. As the date is November. We should determine purpose and location. Annual meeting is the opportunity to report to the members the health of the co-op and talk about other engagement for the members.. Prior meetings included: 2 years ago - Mission and Vision; last year - By-laws voting.
 - Do we want this year's theme to be Capital Campaign? Do we want to try Saturday daytime and go downtown? It may help showcase the urban market.
 - Board discussed importance of engaging populations at both Kensington and Salina locations. Since last year was in the Kensington neighborhood, we're hoping to hold the meeting in-person, close to the Salina location this year. Emma asked if we could offer carpooling/shuttle service for people who live in the Kensington neighborhood and need a ride to/from downtown.
 - Instead of stations, the board discussed an interactive agenda and included the importance of offering food/catering. A major topic of discussion will be the capital campaign. Continue brainstorming activities for this.

- Action item: The board asked Jeremy to look into reserving the Salt City Market community room for an afternoon meeting during the weekend of November 14-15, 2026 and report back on availability.
- **Committee Check Ins Breakouts:** Policy, Member Engagement, Finance, Board Perpetuation.
- - **Board Perpetuation Committee:** Tracy shared that the committee has prepared a charter and is planning to meet and review a candidate to fill our current board vacancy
 - **Policy Review:** Meeting scheduled in June to review D self-assessment process
 - **Member Engagement:** Leah asked for support in drafting the charter, intends to continue ME sampling program with board picks. Colleen will meet with Leah to help get the charter for June meeting

Returned from breakouts at 7:15 PM

VOTING AGENDA

- No vote on "New Member" as we do not have a FYI.
- **GM Monitoring B1 Q3 Quarterly Financial:** Jeremy presented the B1 report of noncompliance. Not the sales growth we hoped and budgeted for, and margin was lower than expected. Alex moved to accept the report with the expectation that Jeremy is actively addressing margin gap to help improve the next quarter. Lionel seconded the motion. All in attendance voted in favor.
- **GM Monitoring B6 Staff Treatment:** Jeremy presented the B6 report with low response rate attributed to seasonal staff turnover and general response trends. Jeremy reports Staff Survey data is in Board folder. Discussion around getting a staff survey that is more engaging. Colleen moved to accept the report, Michca seconded the motion. Tracy abstained from the vote. All others in attendance voted in favor
- **B2 Budget:** Jeremy reports it is not ready yet. The finance committee met in the breakout room, including Jeremy, to discuss reporting and will present next month, June.
- **April Meeting Minutes:** After review, Zack moves to accept April minutes, Lionel 2nds. Passed with 2 abstentions, including Alex who states he was absent from the April meeting. All others in attendance voted in favor.
- **Resolution to update officers on account:** Due to a new executive committee, Colleen presented a resolution updating officers on the Syracuse Cooperative Federal account. The written resolution added: Colleen as President, Tracy as Vice President, Alex as Treasurer. The written resolution removed Jason as Treasurer. Colleen moved to accept the resolution. Zack seconded the motion. Resolution passed with 1 abstention. Michca was asked to sign the resolution and save it in the Board folder.
- **Motion to Approve Wegner CPAs for current year audit:** We did not solicit bids for other auditors this year, so our only proposal is from Wegner CPAs. We've received a commitment letter from Wegner. Lionel moves and Alex seconds. The motion to accept Wegner's proposal to conduct our annual audit this year passed unanimously.
- **Board Perpetuation Committee Charter:** Tracy presented the Board Perpetuation Charter, thanking Emma for her assistance. Charter revision for item #4 and #5 to be proactive about filling vacancies, Note when someone steps down from the Board, current members will add a new member to the Board for the remainder of the term, and then the appointee will need to run for election. Michca moved to approve the charter. Emma seconded the motion. All in attendance voted in favor.
- **Member Engagement Charter:** Not ready to present at this time. Will be ready in June.
- **Items on agenda that were not put forward for a vote:** While the following items were on the voting agenda, the materials were not available during the board meeting to hold a vote and therefore postponed to the June meeting
 - B2 Budget
 - New Members
 - Member Engagement Committee Charter
 - Colleen and Lionel noted that the Board bylaws were out dated, they have been replaced.

Adjourned: 8:04 PM Lionel moves, Tracy seconds. Adjournment approved.

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Michca's notes:

Ice Breaker: Vegetable or fruit you are excited about.

Agenda – Important dates: Monthly CBLD 6/09; June Board Meeting in-person at 6/23 Salt City Market at 4:30 pm.

Review of Agenda.

No Guests tonight.

GM Report – received 1st shipment of shelving, 2nd shipment should arrive soon.

June 9th receives bulk shipment of shelving & bins. There will be a dumpster in front of the Kensington co-op for a few days during the reset.

Prep Foods – still struggling to restaff the kitchen. Team will evaluate a couple of pre-made salads and will rework the mix of offers. New manager is very culinary, and creative.

New cost plus factor coming in first of June. Hopefully we will see positive margin from that analysis.

Jeremy going to CCMA tomorrow.

Colleen: Annual Meeting planning should start this month. Date is November. Need to decide purpose and location. Discussion about purpose, what do we want as theme. Attendance at All Saints Church had a lot of walkers.

Need to report to the members the health of the co-op and talk about other engagement for the members. 2 years ago, it was Mission and Vision. Last year it was about By-laws voting.

Do we want the theme to be Capital Campaign?

Do we want to try Saturday daytime and go downtown. It may help showcase the urban market. Do we want to try to be **interactive**, maybe a cooking demo. Taste test items we sell at co-op. Maybe use a member's recipe. Sounds like we are blending around a community engagement afternoon.

Emma offers maybe we consider a shuttle from Kensington to Downtown, maybe a carpool idea.

Leaning to downtown venue. Message about capital campaign, and then say “we are in this together”.

Discussion around dates, looks like 2nd week of November is open for many members and maybe the week after Thanksgiving.

Breakouts into committees. Policy, Member Engagement, Finance, Board Perpetuation.

Returned from breakouts at 7:15 PM

No vote on “New Member” as we do not have a FYI.

B1 Q3 Quarterly Financial: Jeremy reports Non-Compliance. Not the sales growth we hoped and budgeted for, and margin was lower than expected. Fewer sales, made less money. Jeremy shared pdf of bar charts. Kensington did not grow as we thought, Salina had 8% growth. Increase in customer count as weather has improved. Alex moved to accept B1, Lionel seconded. Report passed report of non-compliance and Jeremy is taking active measures to address it.

B6 Staff Treatment: Jeremy reports Staff Survey data is in Board folder. Discussion around getting a staff survey that is more engaging. Colleen moves to accept, Michca 2nds. Report passes.

B2 Budget: Jeremy reports it is not ready yet. He met in the breakout room with Finance members to discuss and will present next month, June.

April minutes: Zack moves to accept April minutes. Lionel 2nds. Passed with 2 abstentions.

Resolution to update officers: Resolving to add Alex as Treasurer and remove Jason. Colleen moved and Zack 2nd. Passed with 1 abstention. Group asked Michca to sign resolution and save in Board folder.

Motion to approve Wegner CPAs for current year: We have received a commitment letter from Wegner. Lionel moves and Alex 2nds. Motion passed.

Board Perpetuation Charter: Tracy thanks Emma for doing the heavy lifting on the charter. They added a note about when someone steps down the Board, we add someone to the Board for remainder of the term, and then they run for election.

The Board Perpetuation & Development Charter presented. Review of some additions and added item #4 filling vacancies and #5 being proactive with replacement. Michca moves to accept the charter, Emma 2nds. Charter passes.

Member Engagement Charter: Not ready to present at this time. Will be ready in June.

Colleen and Lionel noted that the Board bylaws were out dated, they have been replaced.

8:04 adjournment Lionel moves, Tracy 2nds. Adjourned OK.