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SCM BOARD OF DIRECTORS MEETING
September 22, 2026
MINUTES

Board Meeting Commenced: 4:40p
Location: In person at the Salt City Market Community Room
Present: Colleen, Miguel, Emma, Lionel, Zack (4:51), Michca (4:54), Alex (remote, 4:59), Elizabeth (remote, 5:09), Leah (5:23), Jeremy, Jen
Absent: Tracy

ICEBREAKER
The board discussed a potential future board social activity. Ideas included drinks or trivia, possibly at Harvey's Garden (Wednesday evenings). Lionel will coordinate with board members via email/Doodle poll.

AGENDA REVIEW
Colleen reviewed the agenda, noting Annual Meeting and Capital Campaign updates. There is a consent agenda for the first time to streamline the voting agenda. She also reviewed upcoming dates, including:

- **October Board Meeting:** Tuesday, October 27 at 6 pm via Zoom
- **Annual Meeting:** Sunday, November 15

GM REPORT
New Members:

- Over 100 members in the past two months, with a lot of new student memberships.
- Food For All continues to grow with donations & new members.

Kensington Store:

- City construction outside of the store hasn't affected sales too much.

Salina Store:

- New staff in the prep foods department. Improved consistency in product availability.

General Updates:

- Jeremy just got the list of products available through UNFI Conventional. The items we bring in will generally be WIC eligible items.
- Garlic & Roses was selected to be in a cohort group with 11 other media cooperatives for a 12 week progam & fellowship.

DISCUSSION AGENDA
Committee Check Ins:

- **Executive Committee:**
  - **Annual Meeting:** The date selected for the Annual Meeting is Sunday, November 15. It will be held in person at the Salt City Market Community Room. The board is considering scheduling it from 12p-2p. The agenda will include usual business items like call to order, proof of quorum, the board and GM reports, new business, and the election of directors. There will also be brief presentations/discussions on Food For All and the Capital Campaign. Colleen asked for suggestions for member engagement at this year's meeting. Our CBLD consultant Hether created a list of some suggested discussion topics for the board to use to engage with members in conversation. Michca suggested a prompt asking how members talk about the Co-op with friends & neighbors. Colleen will continue to refine this and finalize at the upcoming CBLD meeting.
- **Board Perpetuation Committee:**
  - **Applications Update:** Miguel reached out to a potential candidate but they have not been responsive.
  - **Board Members Up For Re-Election:** 3 board members are at the end of their term this year - Zack, Elizabeth and Tracy. Colleen asked that they confirm their intent to run for re-election this year for a 3 year term. Zack said that he plans to run.

    - **Board Development:** Tracy is developing a matrix for the board to use to identify areas of strength and areas for further education opportunities. Colleen and Michca will review and share at the October board meeting.
- **Policy Review Committee:** n/a
- **Member Engagement Committee:** n/a
- **Finance Committee:** n/a
- **Capital Campaign Committee:**
    - **Campaign Updates:** The Committee is now planning to break the campaign down into two phases due to unforeseen complications with the preparation of the prospectus. Because of this, we are not currently able to convert loans to preferred shares. For phase 1, the Committee will send a letter to the 71 loan holders whose loans are coming due in January 2027. The letter will be sent around October 15 and will ask loan holders to either donate the loan or defer payment. The committee and board members will follow up with email and phone calls using a prepared script. Zack suggested that, in communicating with loan holders, we position forgiveness as best, 4 year deferral as second best, and 2 year deferral as the third best option. Board members suggested making the letter more concise and having the first paragraph lead with the request. The budget for the Capital Campaign mailing campaign has been set at $43,104. Phase 2 of the campaign will be centered around the preparation of the prospectus.

VOTING AGENDA
Consent Agenda - New Members, July Minutes, B7 & B8 Monitoring Reports: Colleen moved to approve the consent agenda, seconded by Zack. All board members present voted in favor.
Affirm Capital Expenditure Vote: Colleen moved to affirm that the board authorized a capital expense for the point of sale, seconded by Michca. All board members present voted in favor.
B1 GM Monitoring Report Financial Monitoring Q4 & Final: Jeremy broke the B1 report down into two reports, one for Q4 and a final report for the fiscal year. He reviewed the reports and noted that Q4 was a very strong quarter with consolidated sales up ~5%. Alex asked why we had more new members in Q3 but not more equity. Jeremy explained that this is likely due to the differences in equity payments for different memberships (for example, $50 for student, $10 for Food For All, $100 for standard, etc.). Jeremy reported non-compliance despite this being a solid fiscal year. Michca moved to accept the reports, noting non-compliance and a correction that needs to be made to the data in the final report. Seconded by Lionel. All board members present voted in favor.
Capital Campaign Voting Items:
- **Charter:** Colleen moved to approve the committee charter, seconded by Michca. All board members present voted in favor.
- **Budget:** Lionel moved to approve the budget for the Capital Campaign mailing campaign, seconded by Miguel. All board members present voted in favor with Leah abstaining. Zack suggested looking into a small grant to assist with prospectus costs.
- **Contract with Ben Sandel:** Michca moved to approve the contract, seconded by Miguel, all board members present voted in favor.

EXECUTIVE SESSION
Executive members of the Board met in executive session to discuss GM salary proposal details.

Adjourned: Meeting adjourned at 6:40PM