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SCM BOARD OF DIRECTORS MEETING
January 22, 2019
MINUTES

Board Meeting Commenced: 6:08 pm

Location: John's house

Present: Meg, John, Abigail, Deb, Alicia, Colleen (6:15p), Michael (6:30p), Scott, Jeremy, Jen

Absent: Andy

PRELIMINARIES

Ends: waived

Ground Rules/Guest Rules: waived

AGENDA REVIEW

Item c (D.5 Board Monitoring Report) of the Voting Agenda moved to the Discussion Agenda. Item d (D.8 Board Monitoring Report postponed).

VOTING AGENDA

John moved to accept items a-b, seconded by Abigail, no discussion, all in favor.

GM FYI REPORT

Owner Update: 5 new members for December.

Staff Update: Crys has been given full time status with benefits. Jen has started a management & accountability training program called Ten Trusted.

Marketing/Advertising Update:

- The New Leaf was released in advance of the member sale.
- The Member Appreciation sale was a huge success. Friday was our highest day of sales since 2010.

Major Expenditures:

- Accountants completed NYS tax filings through 6/30/18
- There has been some expansion spending.

Special Events/Things of Note:

- Fraud update: Still working on resolving, attempting to obtain reconciliation documents from the credit card processing company.

Financial Reporting: Margins are good. Deli margin may be affected by shrink and employees neglecting to transfer ingredients from other departments. Key indicators are okay. There was significant growth in December. Jeremy will be reporting on loss in his financial monitoring report next month.

DISCUSSION AGENDA

Update Conflict of Interest Disclosure: Board members reviewed the conflict of interest policy and signed disclosures.

Update Board Contact Sheet: To be done by email.

Bylaws Committee Update: A charter for the committee was drafted by Colleen. The committee has scheduled regular committee dates leading up to the Spring Meeting, where there will be a push for quorum to change the

bylaws. They also discussed creating forums where members can attend. John motioned to approve the Bylaws Committee charter, seconded by Michael, all in favor.

Plan Annual Retreat: The annual board retreat will be held on February 3 from 9:30a-3p. Various potential locations were discussed. The agenda has been prepared by CDS consultant Rosemarie, who will be leading the retreat.

D.5 Code of Conduct: Read aloud by attendees. Michael moved to recognize compliance with this policy, seconded by Colleen, all in favor.

Board Appointments & Election of Officers: Colleen moved to accept the election of Meg as President, Alicia seconded, no discussion, all in favor (Meg abstained).

Richard will be appointed in the interim until the next election. John moved to appoint Richard, seconded by Deb, all in favor.

Adjourned: 7:48 pm