

SWARTHMORE CO-OP BOARD OF DIRECTORS

MINUTES OF MEETING

July 24, 2017

**Call to Order**

The May meeting was held in the Community Room of Borough Hall. It began at 7:05 PM.

Present were President Pam Bartholomew, Vice President Ines Rodriguez, Secretary Jill Gaieski, Treasurer Michael Markowicz, Board members Lori Knauer, Stephanie Edwards, Donna Francher, Sean Fitzgerald. Absent were Jacquelyn Diamond and Barbara Amstutz

**Approval of Minutes**

Donna made a motion to approve April's Annual meeting minutes as amended. Jill seconded. The Board voted. The Board approved the minutes unanimously.

Ines made a motion to approve the May 2017 Board meeting minutes as amended. Jill seconded. The Board voted. The Board approved the minutes unanimously.

Jill made a motion to approve the June 2017 Board meeting minutes as amended. Stephanie seconded. The Board voted. The Board approved the minutes unanimously.

**Member Comments**

No member comments.

**General Manager Monthly Update**

Mike Litka began by discussing the June 23 store burglary, the investigation, and measures to prevent further such store invasions.

Mike highlighted the following from his Monthly Report:

- **Events/Donations/Outreach/Marketing:**
  - Education/Membership committee at gym on July 29th
  - Reviewed MAFCA the previous Saturday
  - Work being done on social media – Instagram being recognized as a top trending account
- **Facilities:**
  - Rooftop garden removed
  - Loading dock repaired
  - Elevator safety contact replaced
- **Staffing:**
  - Looking for a full-time grocery and deli staff member

- **Operations:**
- The work he and his staff are doing on the owner database
  - When completed, the database can be used for geographic queries
  - Has begun discussing fall and winter holiday plans
- **Financials:**
  - Cash flow – stable, but that the store is in the traditionally slow part of the year (July and August).
  - Sales down just slightly over last year for July
  - Basket size is up slightly over last year for July
  - Total expenses up over last year by around \$9000 due to:
    - Advertising
    - Labor
    - Supplies
    - Admin expenses decreased
- **Ownership:**
  - Efforts made to contact owners about outstanding payments
  - Mike discussed plan for those who do not pay.
- **Other**
  - Mike requested a review of entire B1: Financial Conditions & Activities, and B8-9 and 10: Communications with, Counsel to, & Support of the Board. (See below for Board Decision on request).
  - Mike will have conversation with the College to discuss possible changes to OneCard terms.

### **Finance Update**

Treasurer Michael Markowicz gave the financial update, basically reiterating the GM's report:

- Overall sales down slightly
- Member sales down
- Non-member sales up
- All baskets up

Donna stated that she and Barbara (Membership Committee) are working on messaging to get more members.

- Shop locally
- Buy local products
- Articulate benefits better
  - Main benefit to be highlighted – Support what you own.

Liquor license update held for Executive Session

### **Board Decisions**

- GM Monitoring Reports:

- B6: Staff Treatment & Compensation (June)
    - Ines made a motion to accept the June report (a quorum was not present for this motion in June). Michael seconded. The Board voted. The Board approved the motion unanimously.
  - B8: Communications with, Counsel to, and Support of the Board - sub sections 9&10 need clarification. Sub sections 9&10 sent to Governance Committee for discussion and reworking.
  - Michael made a motion to accept the GM's B8 monitoring report. Jill seconded. The Board voted. The Board approved the motion unanimously.
  - B1: Financial Conditions & Activities
    - B1 did not get rewritten as was the plan.
  - Jill made a motion to accept the GM's B1 report noting non-compliance in certain areas). Michael seconded. The Board voted. The Board approved the motion unanimously.
- Board Monitoring Reports
    - C3: Agenda Planning (from June)
      - Donna made a motion to accept the June report noting compliance (a quorum was not present for this motion in June). Stephanie seconded. The Board voted. The Board approved the motion unanimously.
    - C4: Board Meetings (from June)
      - Ines made a motion to accept the June report noting compliance (a quorum was not present for this motion in June). Michael seconded. The Board voted. The Board approved the motion unanimously.
    - C5: Directors' Code of Conduct
    - C6: Officers' Roles
      - C5 and C6 will be tabled to the August Board meeting.

### **Information Sharing and Discussion**

- Capital Campaign:
  - Stephanie presented the Board with a near final brochure
  - Final letter to be sent to vendors/co-ops outlining campaign and requesting donations
  - Set up Cap Campaign email
  - Met with Jason to discuss webpage and social media plan
  - Developing process for collecting loans, equity increases and donations
- 80<sup>th</sup> Anniversary celebration

- Stephanie reported that the Committee is rethinking how to cut costs for the event.
- Membership Drive
  - Nothing to report
- Governance-By Laws revisions
  - Ines getting meeting set up.
- Volunteer/Events Committee
  - Jill noted the strategy will be to have two types of volunteer activities: one will be in-store to meet Mike's needs, and one will be out of the store as for social action-related tasks.
- Education/Sustainability Committee
  - Mobility and Nutrition Workshop postponed until fall.
- HR Committee
  - Lori to set up first meeting of this committee.
- MAFCA recap
  - Pam recapped the event and those who attended discussed
- WHY? idea
  - Pam discussed potential that Coop volunteers take a 5-hour shift during fall pledge drive (which is during October – National Coop Month). Pam to discuss with David Woo and get details.

### **Review of Action Items**

Governance Committee to review and potentially revise GM Monitoring Reports B8.9-10.

Lori to contact Andy Rosen and Mike L. about first meeting of HR Committee

Pam to reach out to David Woo regarding Coop volunteering opportunity during fall WHY? pledge drive.

Membership Committee to finalize messaging for membership reengagement

All to read and consider Board Monitoring Reports C5 and C6 reports.

Mike L. to provide report on percentage of people in Swarthmore who are Coop members.

### **Adjourn**

The meeting adjourned at 8:30PM. An Executive Session followed.

### **Next Meeting**

The next meeting will be held on August 28 in the Community Room, Borough Hall at 7pm.

Respectfully submitted,

Jill Bennett Gaieski,  
Secretary

**Documents for the Meeting**

Policy C5 Internal Board Monitoring Report 2017  
Policy C6 Internal Board Monitoring Report 2017  
Co-op Board Agenda July 2017  
DRAFT Co-op Board Minutes 5.22.17 Jun Board updates LKK  
B8 Communications with Board Monitoring Report July 2017  
B1-Financial Conditions July 2017  
GM report July 2017  
Coop Bd Minutes June 26  
July Board Committee Report – Cap Campaign  
Co-op June 2017 Income Statement  
Co-op June Balance Sheet  
Co-op June 2017 Cash Flow  
Co-op June 2017 13 Month Rolling Income Page 1 of 2  
Co-op June 2017 13 Month Rolling Income Page 2 of 2  
Co-op 2017x2016 June Sales