

## SWARTHMORE CO-OP BOARD OF DIRECTORS

### MINUTES OF MEETING

November 27, 2017

#### **Call to Order**

The October meeting was held in the Community Room of Borough Hall. The meeting was called to order at 7:00.

Board members in attendance were President Pam Bartholomew, Vice President Ines Rodriguez, Secretary Jill Gaieski, Treasurer Michael Markowicz, Barbara Amstutz, Lori Knauer, Stephanie Edwards, Donna Francher and Jacqlyn Diamond. GM Mike Litka was also in attendance. Sean Fitzgerald absent.

#### **Approval of Minutes**

Donna made a motion to approve the 10.23.17 minutes with minor changes. Michael seconded. A vote was taken. Minutes were approved unanimously.

#### **Member Comments**

No member comments, however, member Jake Hebble was in attendance.

#### **General Manager Monthly Update Report**

Mike referred us to his detailed October report, but he and Board discussed several matters.

- Mike shared that:
  - The convection oven finally died and has been replaced.
  - Strath Haven condo meeting was a success. New owner signed up.
  - Equity campaign has begun.
  - Working with Town Center group on Home for the Holidays. Several events planned.
  - Thanksgiving execution went very smoothly.
  - Still waiting for SNAP materials from USDA
  - Regarding financials:
    - Customer count was down
    - Sales were down slightly for first three weeks of November, but up over last year for the holiday week
    - Basket size up slightly all month
    - Total expenses were down over last year
    - Profit of \$2,895 Prior year was a loss of \$2,123.

#### **Finance Update**

October Financials:

- Meat made no money (\$10,000 loss) this month
- Costs and expenses stable

Owner/Non-owner sales

- Owners purchases are down
- Non-owner sales are up
  - Student sales up 5%

#### Equity Update

- 1000 emails went out
  - 600 returned
- 300 regular mail
  - 60 returned
- All hands on deck for upping equity

#### Deed Waiver Update

- 63 signed, 83 to go
- Borough agreement in revisions
  - Council voted to approve the waiver
- Methodist church signed
- Presbyterian church waiting for membership to weigh in
- PNC still looking for property signatory
- Septa in process – they are asking to see old deeds
- School district – still waiting to hear
- Ines held a block party to get signatures on Cornell
- Jill explained legal terminology in deed regarding specific types of prohibited beverages, namely, that the terms refer to high alcohol beverages
  - This is not likely enough to overcome restriction, but argument should be added to arsenal for court filing
- Discussion about how to serve Media Properties
- Michael to distribute updated Google Doc owner list
- By December 18, Board to have made contact with property owners in the tract they know
- Michael shared that most recent liquor license to be sold at auction went for \$39,000 to Giant

#### **Board Decisions**

##### 2018 Operational Plan & Budget Approval

- The Board discussed the details of the proposed budget
- Ines made a motion to approve the proposed 2018 budget. Stephanie seconded. The Board voted. The motion passed unanimously.

##### 2018 Board Meeting Calendar – proposed

- The Board discussed the details of the proposed calendar.
- A few changes were made.
- Jill made a motion to approve the proposed 2018 board meeting calendar. Michael seconded. The Board voted. The motion passed unanimously.

##### 2018 Board Monitoring Calendar Review

- The Board discussed the details of the proposed monitoring calendar.
  - B1s were removed
  - B12 made was an annual reporting requirement
- Michael made a motion to approve the board monitoring calendar. Donna seconded. The Board voted. The motion passed unanimously.

#### Revised Ends Approval

- The Board discussed the two different versions of revised Ends.
  - The meaning of “fair price” and “nourishing” were discussed and removed
  - Other language discussed.
- Jacqlyn made a motion to approve the proposed Ends as discussed. Michael seconded. The Board voted. The motion passed unanimously.

#### Board Monitoring Report

- D2: GM Accountability
  - Ines presented the report
  - Ines made a motion to accept the D2 report. Jacqlyn seconded. The Board voted. The motion passed unanimously

#### **Information Sharing**

Board Education – Ines educated the Board on Co-op Principle #2

Membership Committee – Donna explained the efforts to increase membership

- Noted that was a big jump in membership in November
- No lost members per Mike
- Barbara explained the drawing that is happening for new owners (one for every 10 new owners)

Nominating Committee – Michael discussed that December will begin the advertising period for open upcoming slots

- Decision needs to be made about who is staying/leaving
- Precedent for staying beyond two terms
- Nothing in bylaws

Policy Governance Committee – nothing to report

Education Committee -

Jacqlyn discussed a plan to beautify the store following walkthrough with design professional

- Enlist volunteers to help
- Phase 1 is deep clean
- Phase 2 would include end cap and lighting improvements

Donna discussed upcoming cooking lessons for students at the College, December 9 (two scheduled, first one is free)

Volunteer Committee – Jill discussed a plan for how this committee would be activated only as needed via website.

Sign Update – Zoning Board approved the new sign

Other – Michael shared a plan to have a app designed for placing orders electronically

### **Review of Action Items**

- 1) Each Board member to reach out to his/her landowner-contact(s) about signing waiver. Report back status at Dec. 18 meeting.
- 2) Finance Committee to review B1 and make recommendations to Policy Governance Committee.
- 3) Jill - New Ends to be added to Policy Register
- 4) Policy Governance Committee to begin reviewing and making recommendations to Bylaws (must be finalized and approved by Board no later than Feb. meeting).
- 5) Jacqlyn (Ed. Committee) to set date for store cleaning
- 6) Volunteer Committee (Jill and Lori) to create content for collecting volunteer info. Send to Mike for approval, then Jason/Isabel for posting/blasting via email.
- 7) Volunteer Committee (Jill and Lori) to create committee charter.

### **Adjourn**

Meeting was adjourned at 9:01pm. An Executive Session followed.

### **Next Meeting**

Next Meeting is scheduled for December 18, 2017 in the Community Room, Borough Hall at 7pm.

Respectfully submitted,

Jill Bennett Gaieski, Secretary

### **Documents for Meeting**

Student Purchases thru 11-18-17

Budget 2018 qtr breakdown (REV)

Policy D2 Internal Monitoring 2017

FYI- relevant liquor language

Proposed 2017 Tracked PG Revisions

Proposed 2018 Board Meeting Calendar

Co-op Annual Monitoring Calendar 2018 Proposed revisions

Proposed Ends

Draft Co-op Board Meeting Minutes 10.23.17

Co-op Board Agenda November'17

GM report November 2017

Co-op Oct 17 Profit&Loss

Co-op Balance Sheet

Co-op Oct 17 Cash Flow

Side-by side (1) Oct 17

Side-by side (2) Oct 17

Co-op 2017x2016Sales Oct 2017