

SWARTHMORE CO-OP BOARD OF DIRECTORS  
MINUTES OF MEETING  
December 18 , 2018

**Call to Order**

The meeting was called to order at 7:05 pm in the Community Room of Borough Hall.

Board members present: President Pam Bartholomew, Secretary Jill Gieski, Treasurer Michael Markowicz, Barbara Amstutz, Lori Knauer, Stephanie Edwards, Donna Francher, GM Mike Litka was also in attendance.

Absent: Vice President Ines Rodriguez

**Approval of Minutes**

Minutes of November 27, 2017 meeting were approved unanimously with the following revisions:

- Sean was absent;
- Remove highlighting; and
- 1000 dollars in Members section.

**Member Comments.** None

**General Manager Monthly Update.**

Mike referred the Board to his report, and highlighted several issues;

- Thanksgiving online ordering was very successful: 57 online orders plus book orders at the store (book also up over last year).
- Annual staff appreciation party coming – no date yet, staff only, Megan spearheading.
- Reset in produce. Board members Donna said it looks great.
- In process of resetting meat – more specialty feel.
- Follow up on \$10,000 loss in meat last month. Mike reviewed with Lance but hasn't yet identified the reason; will continue investigation. Over ordering could lead to more shrink.

**Finance Update.**

Michael reviewed the financial reports:

- Michael noted an outlier in expenses; delayed billing for \$7200 HR consulting fee.
- Good news: first time in about 2 years, member sales up \$1,000 for the month. Non-member sales slightly lower.
- One Card revenues down \$10,000 for the year, compared to last year (up until end of November, but down \$13,000 end of November to December). Possible reasons: use it or lose it last year, which was first year of card, also mismatch with last year since students are still in school for another week this year, and they'd left already when last year was measured. College believes sales are up; Mike will coordinate with college to resolve any inconsistency.

- Lori requested a monthly report comparing actual vs budget for month/quarter and YTD. Pam circulated sample financial reports from River Valley Co-op by email before the meeting. **Finance Committee will start adding new reporting gradually beginning in January.**

Michael reviewed the status of the deed waiver activities:

- We have about half of the signatures needed; 46, with another 10-15 in progress.
- Attorney has advised there is a \$75/person fee to pursue lawsuit (\$5,000), and advises strongly against proceeding to court without more signatures.
- Michael advises that a license bought at auction must be activated and linked with a property within 2 weeks, so Co-op cannot purchase at March auction.
- Action items:
  - o **Michael will do a second mailing next week.**
  - o **Pam/Mike will distribute list to alumni board for their assistance.**
  - o **Board members will go door to door with notary in January.**

Michael/Pam/Stephanie/Mike provided an update on the Equity Campaign:

- \$35,000 in increased equity received (\$49,000, counting new owners and contributions). Mike will confirm if these numbers include \$25,000 from Centennial Foundation in 2016.
- Mike will add something about equity campaign at cash register, and poster to bulletin board, after the holidays. Membership on hold for holidays – will re-start table and send letters in new year.

### **Board Decisions.**

**Board will review B1, B12, D3 and D4 in January.**

**Jill will distribute Board Meeting and Monitoring calendars for approval at January meeting.**

### **Information Sharing.**

Ines led a discussion of Cooperative Principle #3, Board Whole-ism, which requires that the Board speak as one voice. All discussions should take place in Board meeting, and once a decision is made by the Board, that is the Board's directive and there's no minority report to the public.

Pam discussed Board education and training alternatives:

- MAFCA – next meeting March 25, 2018 at new Ambler store.
- CCMA (Consumer Cooperative Management Association) Conference May 31 – June 2 in Portland, Oregon. Scholarships available, although we received one this year for staff training.
- CBL Cooperative 101 class is included in our CDS (CDS Consulting Coop) engagement, but closest for 2018 are Buffalo or New Hampshire. Need training for new members plus Sean and Jacqlyn.
  - o Discussed using cost of CDS membership to send people to CCMA. We get 1 hour/month consulting (Pam or Mike) plus full day Board retreat. Discussed alternatives. **Pam will ask Jade about hourly consulting options/re-negotiating contract.** Mike will wait to pay until alternatives explored.

- Discussed planning another “Co-op crawl” for our group, including Tacoma Park and others nearby (a group visited Weavers/Mariposa/Creekside in the past).
  - Discussed retreat alternatives to CCMA consultant led: use owners with expertise, like marketing.
- PACA (Phila Assoc of Cooperative Associations). Mike is involved with food coops (members include coops from all areas), but the organization has scaled back.

#### Membership Drive.

- 19 new members during this drive. Mike will provide year-end total.
- Donna and Barbara will give awards away in January and plan in-store event.
- Will also do mailing to new residents in new year; Stephanie gave them 300 names. Donna will see if any new members are from earlier new resident mailing.
- Donna’s student cooking class was successful (12 in first class, about 7 in second).

#### By Laws Revisions.

**Ines will set up meeting of Governance Committee to review revisions to be ready for approval by end of February.**

Education Committee. No update.

File Storage on Back Pack. Pam has been populating Backpack with historical documents, and encourages all to add records to Backpack (equity campaign materials, membership solicitation letter, what did we do for 75<sup>th</sup> anniversary, etc.) for future reference and institutional history.

Volunteer Committee. No update.

#### Policy Governance.

**Jill will add revised Policy Register to Backpack.**

#### Nominating Committee.

Michael reported that Committee is beginning the process to recommend Board candidates, but Board needs to identify the number of slots to fill. Pam discussed staying on to continue current initiatives. Group discussed expertise needed: financial, someone from the college? **Michael will start advertising for Board members.**

#### Other business.

**Pam will write upbeat letter to Swarthmorean in January, highlighting new member awards,**

#### Review of Action Items:

1. Finance Committee will start adding new reporting gradually beginning in January.
2. Michael will do a second mailing to deed holders next week.
3. Pam/Mike will distribute deedholder list to alumni board for their assistance.
4. Jill will distribute Board Meeting and Monitoring calendars for approval at January meeting.
5. Pam will ask Jade about hourly consulting options/re-negotiating contract.

6. Ines will set up meeting of Governance Committee to review revisions to be ready for approval by end of February.
7. Jill will add revised Policy Register to Backpack.
8. Michael will start advertising for Board members.

### **Adjourn**

Meeting was adjourned at 8:40pm. An Executive Session followed.

### **Next Meeting: February 26, 2018**

Respectfully submitted,  
Lori Knauer, Acting Secretary

### **Documents for Meeting**

StudentPurchases-12-17-17

Policies B-1 & B12

Co-op Board Agenda December 2017

GM report December 2017

DRAFT Co-op Board Meeting Minutes 11.27.17

Swarthmore College Proposal

Co-op Nov 17 Profit and Loss Statement

Co-op Nov 17 Cash Flow

Co-op Nov 17 Balance Sheet

Co-op Nov 17 13 month rolling income page 1 of 2

Co-op Nov 17 13 month rolling income page 2 of 2

Co-op 2017x2016 Nov 2017

Action Items – from Nov. 27, 2017 Bd Meeting