

**Swarthmore Co-op Board**  
**Monday March 19, 2018**  
**Meeting Minutes**

**Call to Order**

The meeting was called to order at 7pm at the home of Donna Francher. Board members present: President Pam Bartholomew, Secretary Jill Gaieski, Treasurer Michael Markowicz, and Directors Barbara Amstutz, Stephanie Edwards, Donna Francher, GM Mike Litka was also in attendance.

Jacqlyn Diamond and Lori Knauer were not present.

Also in attendance were the slate of new Directors: Mark Rossi, John Moots and Greg Bockman.

**Approval of Minutes**

Jill made motion to approve minutes. Ines seconded. The minutes were approved with one minor change. Pam abstained.

**Member Comments**

No Member comments.

**GM Monthly Update**

- Power outage. Team is amazing. Bounced back.
  - Claim is underway. Complicated re: lost inventory.
  - Cost wise close to 4.5 tons – 80k in lost costs. Insurance deduction is 1k.
  - Implications of no insurance payment for another month:
    - Going on to extended terms with major distributors
- Feb numbers are up. Numbers have been positive for the previous three consecutive months, despite sales being down.
- Mike discussed ways to reward member-owners for shopping, like member competition
  - Andy – treat high spenders as status like airlines
  - Michael – T-shirts for status
  - Shopper of the month
  - Board agrees to help implement whatever strategy Mike and his team develop
- Truck a thon:
  - A lot of vendor interest. Mike will be speaking to Town Center to see whether they want to take it over.
    - \$125 per truck
    - More releases this year, propane inspections by Borough
  - Pam: less trash – take it to the college sustainability group?

**Finance Update**

Michael reviewed the financial reports-

- February numbers
  - Member shop down
    - We need to find a way to change it around so more members shop
  - Barbara asked about what is the target number?
    - Mike: no specific target – would like to get to 60-40 range
  - We are not getting the message out about what ownership means
- Equity campaign: no update
- Michael wants a contingency plan for keeping the store open in bad weather:
  - Alternative plan. Put staff up in town.
- Michael's nephew created a pointer app.

### **Board Decisions**

- GM Monitoring Reports
  - B4: Membership – discussion of ownership v. membership. We need more consistency around language
    - **Policy Governance Committee.** Come back with recommendation.
    - Michael made a motion to approve B4. Barbara seconded. The Board voted. The motion was approved unanimously.
  - B9: Communications with Members, Customers and others
    - Ines made a motion to approve B9. Andy seconded. The Board voted. The motion was approved unanimously
  - C2: Board's Job – Ines to finish survey and issue report for May meeting
    - Ines explained to the Board the meaning and importance of C2 including and especially how to re-engage Member-Owners.
      - Perhaps the Education Committee can come up with a plan of action?

### **Information Sharing and Discussion**

- Board Education – Policy Governance Principles (All the parties' relationships to one another)
  - Ines talked about policy governance generally for new Directors
    - A- Ends – what we task the GM with – why we are here and why we exist
    - B- Limitations we put on the GM
    - C- Describes the policies the Board holds itself too – how we will act
    - D- Describes the Board's relationship with Mike and operations
- Committee Revisions
  - Jade's take on our committees: need to further clarify roles
    - Finance Committee? It's the GM's job. Why do we have it?
      - We can still have the committee, but their roles are different – the committee can look at long term plans – goals for the year.

- Find out where Mike wants help. We can shape reports in accord with need.
  - Bringing it back to the charter, including its duration
- Beer/Wine Deed Waiver Update
  - We have 55 people who have not returned notarized waiver. Around 85 who have.
  - Jill drafting letter to property owners who have not yet signed outlining next steps.
  - The plan is to bid on the right to purchase the license.
- discussions are underway to assess ways to finance the license.
- Policy Governance By-Laws revisions – Ines
  - At this time, we need only amend the notification piece to the Owners
  - Owners’ rights and responsibilities will be defined in a non-bylaw policy
    - Policy Governance, Membership Committees and GM to take up owner rights and responsibilities of owners; membership committee
    - Corporations as members – the Policy Governance Committee will make a recommendation
- Membership – nothing to report
- Annual meeting preparations- discussed food and drinks and projector
- MAFCA 3/25 @ Ambler Weaver’s Way – all Board Members are invited

### **Review of Action Items**

#### **ACTION ITEMS – 3.19.18 BOARD MEETING**

- 1- HR and Finance committee to revisit bonus parameters- ASAP
- 2- Education Committee to take up ways to re-engage with Member-Owners.
- 3- Membership Committee to take up the following in:
  - a. Consistency of language ownership v. membership
  - b. Rights and responsibilities of Member-Owners with Membership Committee
  - c. Corporations as members
- 4- Ines to send out C2 survey and issue report for May meeting.
- 5- Finance Committee to review charter to consider revising to be more in keeping with what Mike’s needs are.

Meeting was adjourned at 8:53pm. An Executive Session followed.