#### **MINUTES**

## Meeting of the Swarthmore CO-OP Board Monday May 21, 2018 Swarthmore Borough Hall - Activity Room

In attendance: Donna Francher, President; Jill Gaieski, Vice President, Stephanie Edwards, Treasurer, Mark Rossi, Secretary, Barbara Amstutz, Greg Bockman, Jacqlyn Diamond, John Moots, Andy Rieger, Ines Rodriguez, Mike Litka, General Manager

### 7:00 Call to Order / Agenda Review

All

### 7:05 Approve Minutes of April 30, 2018 Board Mtg All

Donna made a motion to approve the April minutes with changes. A vote was taken. The vote passed unanimously.

## 7:05 Member Comments:

## **Eli Zesserson from Swarthmore Beer Company**

Member Eli Zesserson of the Swarthmore Brewing Company thanked the CO-OP for hosting the recent Beer and Cheese event on March 16.

- Eli presented a check for \$100 to the Board representing 20 percent of the event's sales.
- He shared information about the venture and proposal to create a "nano brewery" in Swarthmore.
- He proposed future events at the CO-OP as part of ongoing Town Center events to which the Board was receptive.
- Eli will inform the Board of the brewery's progress and he and the Board will continue our dialogue.

# 7:20: General Manager Monthly Update Report Mike

- The CO-OP Santa Fe sandwich has made the final four in Philly Deli contest. Voting continues, and individuals can vote more than once a day by going to separate links. We will know the final results in early June. This promotion has provided excellent visibility in the Philadelphia market.
- The latest Truck-a-thon on April 20 was the biggest ever. Estimated attendance: 9.000.
  - The major issue is management and removal of trash. More volunteers are needed and we are asking Town Center for help. The idea was presented that we could as students to help and achieve community service hours.
  - This continues to be a "break even" event. We are considering raising per truck registration from \$175 to \$225.
  - o Next Truck-a-thon is in September

- Evaluation of the issues related to the gap in the bottom of the cooler panels is continuing. W.S. Cumby Co., which constructed the building, is recommending contractors to correct the issue. The cooler will need to be removed and the slab repoured. NOTE: Only the slab within the building is buckled; Mike doesn't believe it to be a structural issue.
- The insurance adjustment was capped at \$85,000, \$12,000 higher than the accrued amount of \$73,000.
- In order to help prevent future catastrophic losses, a generator will be the next acquisition. Estimated cost is \$23K.
- We are now entering the slow season and we will need to cut back hours for lower paid staff.

### 7:45 Finance Update

Mike

- April financials
  - We were about \$8,300 off plan due to lower participation from owners.
  - o Cost of goods was in line.
  - Budget remains in line: Over on some items over but lower on others, including expenses. Expenses have been cut by \$14,000 compared with last year, even with sales down by \$3,200.
  - We are \$16,000 ahead of forecast, mainly due to the \$12,000 insurance adjustment.
- Member vs. non-member sales: About the same: 52% owner, 47% non-owner.

#### 8:00 Board Decisions

- GM Monitoring Reports
  - C3: Agenda Planning and C4: Board Meetings: Ines will resend to those Board Members who did not respond and will report out to the Board in June.

All

Board Monitoring Reports

Ines

- o A: Ends
- o B1: Financial Conditions

Donna presented a motion for the Board to accept A: Ends and B1: Financial Conditions. The Board voted. The motion was approved unanimously.

Micro Loans
 Mike

Micro loans: Mike led the discussion regarding micro loans and how they can provide a way for owner/members to help when they offer to do so. Example: \$2000 for a new outside sign.

Goal: Get the members involved in smaller contributions. Show them how they can help.

Mike will share a list of items of immediate need in which micro loans may be helpful.

#### 8:15 Discussion

- New Committees
  - The Board discussed the need to revise the Board Committee structure to assure all needs and priorities are met, and that there are no gaps or overlaps in individual committee responsibilities. After extensive discussion and sharing of ideas and approaches, the following working list was assembled:

Board Governance and Administration – need charter with ad hoc new board member selection

- o Lori
- o Jill
- o Ines
- o Greg
- o Donna
- o Mark

#### Finance

- o Stephanie
- o Donna
- o John
- Andy

Owner Participation – education, sustainability, events, outreach beyond Swarthmore, membership drive, special projects, volunteers – need charter

- o Ines
- o Jacqlyn
- o Barbara
- o Donna
- o Lori
- o Mark
- o Member-Owners

Human Resources, NOTE: adhoc Nominating Committee will be a subcommittee)

- o Lori
- o Greg
- o Donna
- o Jill Nominating Committee
- o Donna Nominating Committee
- o Andy Rosen Member-Owner

### **Alternate Funding Opportunities**

- o Jill
- o Andy
- o Stephanie

#### **Alcohol Sales**

- o Jill
- o Lori

- o Stephanie
- o Donna
- o John

**Action Item:** This list will be reviewed and finalized at the next Board Meeting on June 25.

- Next Steps on Liquor License, Mediation
  Donna updated the Board on key points and developments:
  - Mediation will be offered to 13 owners before we go to court; responses are due June 4.
  - o Letters were sent May 21. A reminder letter was sent as well.
  - o Retired judge Stephanie Klein will mediate June 18.
  - Owners are not required to attend mediation.
- Board Retreat
  - o No formal retreat in 2018, but perhaps an informal session in the fall

### 8:50 Review of Action Items

Jill/Mark

- Board Members to review committee proposed committee structure in advance of next Board Meeting on June 25 and be prepared to finalize at the meeting.
- Mediation to take place June 18; Update on liquor license, mediation and next steps to follow at June 25 meeting.
- Mike will update Board on needs for micro loans
- 8:55 Adjourn
- 9:00 Executive Session

Next Meeting: June 25, 2018

# **Meeting Documents**

May 21 Meeting Agenda April 30 DRAFT Meeting Minutes

GM Report May 2018

GM Monitoring Report – C4 Agenda Planning

GM Monitoring Report – C4 Meetings

Board Monitoring – A – Ends

Board Monitoring – B1 – Financial Conditions

DRAFT PROPOSED Committee Structure

CO-OP Profiet and Loss Statements – May 2018

CO-OP Balance Sheet – May 2018

CO-OP Cashflow - May 2018

CO-OP 13-month rolling income statement, p. 1 of 2 CO-OP 13-month rolling income statement, p. 1 of 2 CO-OP 2018 vs. 2017 sales