MEETING MINUTES Swarthmore Co-op Board Monday December 17, 2018

Attendance: Donna Francher, President; Jill Gaieski, Vice President; Stephanie Edwards, Treasurer; Mark Rossi, Secretary; Greg Bockman, Lori Knauer; John Moots, Andy Rieger, Mike Litka, General Manager

7:05 Call to Order / Agenda Review

All

7:05 Approve Minutes of November Board Meeting All

Andy made a motion to approve the minutes with minor edits. Jill seconded and motion passed unanimously.

7:06 Member Comments:

Proposed Legal Fund: Jill reported that a member/owner has expressed interest in creating and supporting a legal fund for the Co-op to manage legal expenses.

Next steps: Donna will reach out to this individual and asked for another Board member to work with her. Jill will provide Donna with contact information.

Member Feedback: Mike has sent the 2018 Year in Review communication to owners/members. A significant number of owners have already given feedback and signed up to volunteer and help with various committees initiatives. Lori noted that we need to thank people for their responses and promptly engage and involve them.

Next steps: The Board has the complete list of owners who responded and will reach out to them over the next few months. We are continuing to monitor direct feedback and on Next Door Swarthmore. Mike will be preparing another owner communication in the next few months, and owner feedback/engagement will be addressed at the annual member/owner meeting in April 2019.

7:10 General Manager Monthly Update Report Mike

Outreach/Events:

- Take a Book/Leave a Book program is in place. Shoppers are picking up and leaving books as intended.
- Cookie exchange took place on 12/16
- Comfort food weekend set for weekend of 1/19
- Owner Appreciation Day set for 2/9
- Margaret Kuo will visit on 2/17

Facilities:

- The quarterly inspection of the kitchen exhaust fan revealed that its wiring is not up to code. The fan is 14 years old and needs updating.
- A new oven is enroute; due here 12/21.

Operations:

- New oven-ready meat items are in the display case
- New grab and go meal solutions are now available.
- Following recent Board discussions about the idea of changing operating hours, Mike noted that the hours have been the same since 1990, and reports do not indicate a need for longer store hours.

7:35 Finance Update

Mike

- November Sales were off by \$80K for the period in comparison with 2017.
- Wage costs decreased in November due to missing perishables manager position.
- Administrative costs have been impacted by continuing legal fees related to the efforts toward securing Biddle Tract resident approvals for the Co-op to initiate beer and wine sales.

7:40 Board Decisions

GM Monitoring Reports

All

- B1: Financial Conditions
 - The Finance Committee noted that B1, Monthly Financial Condition and Activities and B12, Annual Financial Condition and Activities, will be combined into one report.
- Mike noted that the supply of Co-Op stock certificates that are presented to new owners need to be reprinted. The language in the certificate needs to be changed from "Incorporated under the laws of the District of Columbia" to "Incorporated under the laws of the Commonwealth of Pennsylvania." Also, there is a phrase "This certificate is not transferable". The Board needs to review how transferability is addressed in the by-laws.
 Next step: Policy Governance and Administration Committee to review transferability language and advise Mike of next steps in reprinting of certificates.
- Mike also reported that a woman who recently passed away who bequeathed the Co-op \$2,500 from her estate.

Board Monitoring Reports

All

• D3: Delegation to GM

• D4: Monitoring GM

Discussion and review of these reports will take place at the January 2019 Board meeting

7:50 Discussion

Visioning Meeting

- January 13, Noon to 3 p.m. at Donna's home
- Board members should review recent strategic plans to help inform discussion. All materials are available in Backpack.
- Feedback from Mike's December communication should be reviewed in advance.
- Members will be invited to participate in this session.

CDS Contract / Mini-Retreat for Board

- As part of our contract with CDS, Donna proposed that CDS conduct a mini-retreat for our Board to review Co-Op principles. Donna will propose with Jade Barker of CDS that this occur in the first quarter 2019.
- The CDS Coop Board Leadership (CBL 101) session will take place in Philadelphia on April 13. Donna will investigate costs and let Board members know.

Update on Liquor License

• Signing of waivers from Biddle Tract residents is wrapping up; only a few waivers remain outstanding.

Committee updates:

• Engagement/Owner participation Lori

Lori summarized ongoing work of the committee; Board members should review committee meeting notes for details. The committee will continue to meet monthly. Board members are encouraged to continue to provide input and ideas.

Members discussed the pros and cons of offering discounted membership for certain periods, e.g., month of January. However, this may be complicated to administer and may be in conflict with how ownership shares are outlined in the bylaws. The Board also addressed the opportunities to strengthen ties with new owners, e.g.

"sample bag" of Co-Op items as soon as people join or offering a 20 percent discount for purchases during an introductory period.

• Policy Governance and Administration Jill
Revisions to By-laws, as addressed at the October and November
Board meetings, are in the works and will be completed in early
2019.

8:05 Review of Action Items

Mark

Visioning Meeting: January 13, 2019 Stock Certificates - reorder Steps toward creation of Legal Fund

8:10 Adjourn

Next meeting: Jan 28, 2019

Meeting Documents:

December 17 Meeting Agenda
November 26 DRAFT Meeting Minutes
GM Report – December 2018
B1 – Financial Conditions
Member Graph – December 2018
Actual vs. Budget - November 2018
Graphs for Board Report – November 2018
Income Statement – November 2018
Cash Flow Report – November 2018
Balance Sheet – November 2018
13 month rolling income statement, November 2018, p. 1 of 2
13 month rolling income statement, November 2018, p. 2 of 2
November 2018 vs. November 2017 Sales