

Swarthmore Co-op Board
MEETING MINUTES
Monday, January 27, 2020
Swarthmore Borough Hall – Community Room

In attendance: Donna Francher, President; Stephanie Edwards, Treasurer; Mark Rossi, Secretary; Barbara Amstutz, Greg Bockman, Kevin Kebea, Lori Knauer, John Moots, Ines Rodriguez, Jennifer Smuts Kira Montagno, Assistant General Manager (present for Mike Litka, General Manager).

Absent: Jill Gaieski

7:03 Call to Order / Agenda Review All

7:05 Approve Minutes of December Board Meeting All
Jenn made a motion to approve the minutes of the December Board meeting. Ines noted several minor typos in the minutes. Mark will correct the typos. Jen made a motion to approve the minutes with the typo corrections. The motion passed unanimously by the Board.

7:05 Member comments
No members were present for comments.

7:08 General Manager Monthly Update Report Kira

Kira reported for Mike.

Freezer Repair: The containment area for the freezer demolition and repair project is now being prepared. The demolition did not begin today. The work is set to begin tomorrow at 8 a.m. with the concrete demolition. The broken concrete will be removed through the back of the store via wheelbarrow; removal should take one day. (Wheelbarrow will be used to take concrete out of store.)

Board members expressed concern about whether water may be present under the floor; we will not know until tomorrow. The contractor has expressed that they can handle water remediation if necessary. The Co-op website has information about the project and it has been communicated to all owners.

The temporary freezer/refrigeration trailer is now in place in the front of the store. We will monitor if there are objections expressed neighbors that the freezer motor trailer is too loud.

Events:

The 2/7 Quizzo Night has been cancelled due to the ongoing construction.

Owner Appreciation Day will be 2/22.

Beer and Cheese set for 3/13

Truck a Thon 4/17

Operations:

A new insurance provider has been obtained for the general liability policy. Insurance costs increased due to claims in 2019, from \$11,000 in 2019 to \$28,000 in 2020.

7:20

January Finance Update

Kira

Sales in December were up due to Thanksgiving results posting in the month of December. However, year-to-date overall sales for 2019 were down 2.8 percent from 2018.

7:25

GM Monitoring

All

B12: Financial Condition and Activities

- There were no comments or questions from Board members; the General Manager is in compliance. John made a motion to approve. The motion was approved unanimously by the Board.

B: Global Executive Constraint

- The General Manager is in compliance. Barbara made a motion to approve. The motion was approved unanimously by the Board.

Board Monitoring

- **C: Global Governance** – Ines reported no comments were submitted with the Board survey and that the Board is in compliance. Ines made a motion to approve. The motion was approved unanimously by the Board.
- **D: Global Board Management** – Ines reported no comments were submitted with the Board survey and that the Board is in compliance. Donna mad motion to approve. The motion was approved unanimously by the Board.

7:30

Discussion

All

- Recruiting new board members

Greg updated the Board on the status of the upcoming elections in April 2020 to fill board seats: Jill, Barbara and Lori are leaving; their seats will be replaced. Lori will continue to run the Co-Op Engagement Committee.

We are looking to add three to four members. There was active discussion about the board make-up and whether it would be appropriate to consider adding a Swarthmore College student member to address the student segment. Could we sponsor a student? John suggested considering a member of the student government. Kevin noted that input from the college would be great information for us to have. Steph said there is a broader consideration around succession planning for Board positions.

Action: The Board will ask Mike for his thoughts and input on this topic.

Greg reviewed the terms for each new member: Jill's position will be filled with someone for the third year of her term. Lori's position will be filled with someone who will fill the second and third year of her term. Barbara's position will be filled for an entire three-year term.

Target skill sets for the new members were discussed; we need folks who can advance our engagement with key audience segments, along with PR, retail and legal experience.

Greg asked Board members to continue to help identify potential new members.

Action: Greg, John and Donna will do the screening interviews.

New members will be voted upon at the Annual Meeting on Thursday, April 16, 2020.

- Update on Court Case to Grant Co-op Permission to Sell Wine and Beer
The Co-op has received notice that the case will be heard by a judge in August 2020. There is an opportunity for a hearing in late May to determine if the case can be settled in advance.

The Co-op is complying with the requests of the other parties opposed to the Co-op selling beer and wine to provide information that supports our case. Legal expenses will need to be budgeted for the months leading up to the hearing.

- CBL 101 – Donna confirmed that this training session for Board members is set for Saturday, 2/1 at the Inn. Members of other Co-ops and PACA will be in attendance as well.
- Movie Nights: Movie night events will begin in May to take place every three weeks; more volunteers are needed in 2020. Details will be discussed and confirmed in the coming weeks.
- New Events: Local resident Tony DiTomasso has approached the Co-op with the idea of an Italian festival. The Co-op, Village Vine and local vendors could be participants. More details will follow for timing and scope of this event.
- Engagement Committee Update: The cookie decorating event will take place in the Co-op on February 9. Jenn is organizing with local resident Kathy Anderson. Lori noted that ideas are being formulated for events in 2020 that will showcase local entrepreneurs around various topics, e.g., setting up or growing your business. The idea is to attract people into the store and draw from nearby communities.
- Thanks to Kira: The Board thanked Kira for her extra work and contributions during Mike's medical absence. Mike will be returning in mid-February.

8:00

Adjournment

Next meeting: February 24, 2020

January 27 Meeting Documents:

Board Meeting Agenda – January 27 Board Meeting
Board Meeting Draft Minutes – December 16 Board Meeting
General Manager Monthly Report – January 2020
Policy Register – B12, Financial Condition
Policy Register – B, Global Executive Constraint
Policy Register – C, Global Governance
Policy Register – D, Global Board Management
Owner-Member Graph, 2019
2019 vs. 2018 Sales
Actual vs. Budget Report, December 2019
Board Graphs, December 2019
Income Statement, December 2019
Cash Flow Statement, December 2019
13-month rolling income statement, p.1 and p.2