Swarthmore Co-op Board Meeting Monday, March 23, 2020 MEETING MINUTES via Conference Call

The existence of this member-owned market means that Swarthmore and its surrounding communities will be healthier and more vibrant, the local food system will thrive, and meaningful connections will be forged between member-owners, customers, and workers in a welcoming environment.

In Attendance: Donna Francher, President; Jill Gaieski, Vice President; Stephanie Edwards, Treasurer; Mark Rossi, Secretary; Barbara Amstutz (by phone), Greg Bockman, Kevin Kebea, Lori Knauer, John Moots, Ines Rodriguez, Mike Litka, General Manager **Absent:** Jennifer Smuts

- 7:05 Call to Order / Agenda Review All
 7:06 Approve Minutes of February Board Meeting All Donna made a motion to approve the minutes as written. The motion passed unanimously.
- 7:08 Member comments None

7:10 General Manager Monthly Update Report Mike

Mike reported that the COVID-19 environment/response has had a significant impact on the store's operations. The store is considered an essential business, but the way staff interacts with customers and each other is changing significantly. We are adhering to the mandates being issued nationally and by the Commonwealth of Pennsylvania. This is a very fluid and evolving situation.

Events/Donations/Marketing:

Events are currently suspended due to "stay at home" regulations and social distancing. The Co-op will continue to meet customer needs for the upcoming Easter and Passover holidays.

Facilities:

Freezer sprinkler heads have not yet arrived due to the national emergency. They are custom designed for the freezer application. We are waiting for the inspection to take place on them. The freezer trailer in front of the store will be taken away, and we are will be moving our inventory back into the newly refurbished freezers in the store. Mike noted rental of the freezer and electricity were costing \$2,000 per week.

Operations:

Mike noted that over the past 11 days sales have matched what typically takes three weeks. Over \$300k in product has moved through the store. Customer accounts are in mid-\$300s and basket size is averaging \$44.

As customer traffic into the store slows, it is being replaced by requests for home deliveries and pick-ups. Week 1 had 40 deliveries, week 2 had 60 deliveries, and this week we already have 75 orders going out tomorrow. We need to continue to adjust operations to handle the anticipated increase in requests for home deliveries.

There will be ongoing communication to the owner about how we are accommodating their needs.

The volunteer base has been exceptional with 104 people helping so far. UNFI finally made a delivery this morning after a delay of a week. There were six pallets worth of groceries with seven volunteers everything was stocked in less than two hours.

There is increased pressure on the supply chain industry to serve grocery store customers. Distributors have capped our orders historically....they are not giving us more product and instead want to push products evenly across the board.

Another concern is staff safety and modifications are being made to keep the staff as safe as possible, including six foot gaps between people (marked on the floor) and faceguards at the deli, meat counter and registers.

Mike noted that the staff is doing a great job. One staff member expressed concern because they have a relative who is immune compromised.

Greg asked how the online ordering process was working. Mike responded that it is working well so far. There will be ongoing efforts to streamline and make the process as smooth as possible. We are considering Saturday delivery in addition to Tuesday and Thursday. Mike will ask the Board for input as decisions need to be made about deliveries and store hours.

Ines asked about the issues with UNFI: Are we going to consider dropping them as a vendor? Mike responded that we are considering doing so because they are not very customer friendly and non-communicative. We are already moving products over to other suppliers.

Mike noted that five computers have been replaced due to outdated software. He also reported that we are looking for a replacement for Nick, who recently resigned.

7:30 Finance Update

Mike

Mike noted there is no summary this month due to the COVID-19 operational challenges. He noted that February results were directly in line with forecast losses. March results will be reported at the April Board meeting.

7:35 GM Monitoring

• B4: Membership

The Board agreed that the General Manager is compliant. A question was raised about the membership database. Mike indicated that the database is currently up to date.

Donna made a motion that the General Manager is in compliance. Greg seconded the motion and it passed unanimously.

• B9: Communication with Members, Customers and others

Ines made a motion to accept that the General Manager is in compliance, Jill seconded the motion and it passed unanimously.

Board Monitoring

• C2: The Board's Job

Ines presented the Board survey results. This policy addresses board relationships and communication with member-owners and adherence to governing policies. While the board is deemed compliant, there were some comments noted that we can do better. Examples include ongoing review of our policies to ensure that are being resolved and updated as needed, and increased focus on leadership and succession planning. Stephanie made a motion that the board is compliant, Lori seconded the motion and it passed unanimously.

7:42 Cooperative Principle 1) Voluntary and Open Membership

Following recent Board discussions, Donna noted that the Cooperative Principles will be a standard agenda item at Board meetings. This month we are beginning with a review of Cooperative Principle 1: Voluntary and Open Membership.

The Board addressed that there is still misunderstanding in this area. Ines noted that we don't need to overthink it. The message is simply that we are OPENanybody can join! We can keep reinforcing it. "Anybody can shop anybody can join." Kevin offered to help with framing messages. It was also discussed that we can do more from a PR standpoint get exposure in the Daily Times, along with potentially advertising. **Action:** Kevin and Donna will follow up on these efforts.

7:55 Discussion

• COVID-19 Update

Discussion: Following up on Mike's overview earlier in the meeting, John raised the ongoing concern about staff safety, asking what happens if staff members start to become exposed? What can we do to minimize exposure to the rest of the staff? Mike noted realistically that there is very little that can be done beyond the precautions we are putting in place to keep people apart and protect them from each other and from customers. The staff is very small. What happens to the operation if a few are infected? What will it mean psychologically? Are there ways we can further "separate" workers to reduce risk of infection? Do we change the hours the store is open are reduce staff within each block of hours? Mike noted that he will be meeting with the staff tomorrow to discussing the issues as they are unfolding.

• Vote on new board nominees/Annual Meeting A lengthy discussion addressed the upcoming board election/appointments: There are four candidates for open board positions but COVID-19 is preventing us from having in the in-person meetings and introductions we were hoping for. We had originally planned to have them introduced to the owners at the April 16 annual meeting, and voting would have taken place at that time. The annual meeting will need to be postponed. Questions: Shall we appoint the

new people to the board anyway or wait until a future date? Do we appoint two now and two later? Do we communicate to owners now and have them vote by mail?

Action: Following this discussion, Donna proposed the following, to which the board agreed:

The Annual Meeting will be postponed and will be replaced by a phone meeting of the Board on April 27, the last Monday in April.

The new Board nominees will be invited to join us at this meeting. The Annual Meeting will either be rescheduled for May or, if this is not possible due to ongoing COVID-19 restrictions, the Board will introduce the four individuals to be elected or appointed and send owners a ballot for them to vote on the nominees. It will be determined at a future date when the Annual Meeting will ultimately be scheduled.

8:25 Review of Action Items

- Mike will continue to keep the Board and members updated on operational impact of COVID-19.
- Greg is updating Board candidates on next steps
- Donna will prep for next Board meeting to include nominees.
- Donna and Kevin checking on opportunities with the Daily Times.

8:30 Adjournment

• Ines made a motion to adjourn, seconded by Donna and passed unanimously. Adjourn Ines motion to adjourn, Donna seconded.

8:30 Executive Session

Next meeting: April 27, 2020 by Conference Call

March 23 Meeting Documents:

Board Meeting Agenda – March 23 Meeting Board Meeting Draft Minutes – February 24 Board Meeting Policy Register: C2 – The Board's Job Policy Register: B4 – Membership Policy Register: B9 – Communication with Members, Customers and Others General Manager Monthly Report, March 2020 Sales and Income Graphs, February 2020 Co-op Income Statement, February 2020 Co-op Cash Flow Statement, February 2020 Co-op Balance Sheet, February 2020 13-month rolling income statement, part 1 and part 2 Co-op 2020 vs. 2019 – February 2020