

**Swarthmore Co-op Board**  
**Monday December 16, 2019**  
**Meeting Location: Co-op**  
**MEETING MINUTES**

**In attendance:** Donna Francher, President; Jill Gaiseski, Vice President; Stephanie Edwards, Treasurer; Mark Rossi, Secretary; Lori Knauer, Ines Rodriguez, Jennifer Smuts, Mike Litka, General Manager

**Absent:** Barbara Amstutz, Greg Bockman, Kevin Kebea, John Moots

<b>7:05</b>	<b>Call to Order / Agenda Review</b>	<b>All</b>
<b>7:05</b>	<b>Approve Minutes of November Board Meeting</b>	<b>All</b>
	Lori made a motion to approve the minutes of the November Board Meeting, Ines seconded and the motion passed unanimously.	
<b>7:10</b>	<b>General Manager Monthly Update Report</b>	<b>Mike</b>
<b>Events/Donations/Outreach/Marketing</b>		
• Events winding down for the holidays • Year-end inventory 12/28 and 12/29 • Waffles for Tourettes begins 12/21 will take place every Saturday, 9:30-1:30 through March 31.		
<b>Facilities:</b>		
• No issues since the November Board Meeting		
<b>Operations:</b>		
• Mike thanked the store team for a great execution of Thanksgiving. • Efforts are underway to secure new general liability insurance (being handled by Donna and Dawn) Current provider has raised premiums too high due to recent claims. • The store staff party will be held on 1/12/20 at the Inn. • Mike informed the Board that he will have jury duty on 12/23 and 12/24. • Mike reminded the Board that the Coop is sells a variety of gift cards. • Holiday orders: the store is currently on par with 2018 with about 35 – 40 holiday orders so far.		
<b>7:20</b>	<b>December Finance Update</b>	<b>Mike</b>
• Mike explained that the forecast is off significantly because this is the first year actual comparables were used from the prior year when doing the budget for the fourth quarter.		
• Note: November's results are not as bad as they appear because Thanksgiving was so late in 2019. Thanksgiving expenses were incurred in November but sales didn't apply until the first week of December.		

There were substantial purchases in late November that should balance in the December results.

## 7:30 Store operations in January 2020

- Mike informed the board that he will undergo surgery on 1/7 and will be in the hospital two to four days, then home for recovery for about four weeks.
- Kira Montagno will take the lead managing the store in Mike's absence and will be the primary point person. Kira will report to Donna and attend the January Board Meeting.
- Plans are moving forward for the beginning of the construction to replace the freezer and flooring. The start date will be communicated in January.

## 7:45 Board Decisions All

- Mike shared that there were eight member withdrawal requests totaling \$2,200. The Board agreed that it would withdraw these requests in order received.  
**Action:** Stephanie made a motion that the first ones will be sent before 12/31/19, the remainder after 1/1, 2020. Jenn seconded and the motion passed unanimously.

## 7:55 Board Monitoring All

- **D3: Delegation to the GM**
  - There were no comments. Ines made a motion that the Board is compliant and the motion passed unanimously.
- **D4: Monitoring GM Performance**
  - Ines reported one comment: #2 requires monitoring information by one or more of three methods. It was noted that the Board does not use external monitoring and relies on internal monitoring only. It was suggested that the Board consider doing more external monitoring in the future. Perhaps best practices of other Boards could serve as examples.
  - Donna made motion that the Board is compliant, Jenn seconded and the motion passed unanimously.

## 8:00 Discussion All

- **Helping Mike during his absence**

Donna asked Board members to support Mike during his absence. Roles and responsibilities for department managers are being spelled out now. If any issues arise or are observed, Board members should contact Donna. Donna will alert Kira, who will reach out to Mike. Ines suggested a written plan and

checklist be put in place for “who does what” since Mike will be away for a significant period of time.

- **CBL101 – February 1** **Donna**  
Donna reminded Board members that the CBL1010 training session will be held on February 1 at the Inn from 9 a.m. to 4 p.m. Jade from Columinate will moderate the session. Kennett Community Grocer is being invited.
- **Committee updates** **All**  
There will no events in January due to the anticipation of construction. It was suggested that we do a “coop clean up” following the construction.
- **General discussion**  
**Upcoming Board Election and Appointments:** Jill informed the Board that she will remain with the Board until April. A new member will replace Jill for the third year of her three-year term. As reported in the November minutes, Barbara will be leaving the Board at the end of her term in April 2020. There will be openings for two or three new members to join the Board.  
**Action:** As noted in the November minutes, Greg will take the lead in the recruitment process. A nominating committee will be identified to review board nominations for the three–year term beginning in April 2020. Note: the by-laws should be consulted regarding consecutive terms of service.

**Monthly Board Meeting Location:** Mark reported that the Community Room in Borough Hall will be reserved for Board meetings on fourth Monday of each month in 2020. It was also suggested that the Board have some of the monthly meetings in the store, now that there is a large seating area available.

**Action:** Ines made a motion that the Board meetings take place in the Co-op when the space is available. Jenn seconded and the motion passed by all.

**8:10**

### **Adjournment**

Jill made motion to adjourn the meeting; seconded by Jenn.

**Next meeting: January 27, 2020**

### **December 16 Meeting Documents**

Board Meeting Agenda – December 16 Board Meeting  
Board Meeting Draft Minutes – November 25 Board Meeting  
General Manager Monthly Report – December 2019  
Policy Register – D3: Delegation to the GM  
Policy Register – D4: Monitoring GM Performance  
Actual vs. Budget Board Report, November 2019  
Board Graphs, November 2019  
Owner Withdrawal Requests, December 2019  
Income Statement, November 2019  
Cash Flow Statement, November 2019  
Balance Sheet, November 2019  
13-month rolling income statement, p. 1 and p. 2  
November 2019 vs. 2018 Sales