

Adopted Minutes
East End Food Co-op Board Meeting
POWER/EEFC Conference Room
October 21, 2019

In attendance:

Present Board Members: Eddy Jones, President; Larry Meadows, Treasurer; Karen Bernard; O.E. Zelmanovich (Zoë).

Absent Board Member: Sam Applefield, Vice President; Eva Barinas, Secretary; Emily DeFerrari; Jona Reyes.

General Manager: Maura Holliday.

Management Team: eric cressley, Front End.

Board Clerk: MaCall Scott.

Member Guests: Kait Anderson, Tim Anderson, Yasmeen Ariff-Sayed, Elizabeth Croke, Carlos Gasca-Yanez, Tom Pandaleon, Faith Schantz.

Eddy called the meeting to order at 7:04 p.m. and welcomed member-guests in attendance. Directors and guests introduced themselves. Zoë read aloud the Ends statement. Directors, Managers, and the Board Clerk shared how they were feeling coming into the meeting. Directors agreed to go forward with the meeting despite not having a quorum because there were no GM monitoring reports or other significant decisions to make on the agenda.

Larry arrived at 7:07 p.m.

Amend/Approve Agenda

Directors added an Executive Session related to expansion, tabled the scheduled financial training until more board members were present, and tabled some committee updates due to director absence.

Decision: Karen moved to accept the agenda as amended. Larry seconded the motion.

Vote: 4.0.0

Amend/Approve September Meeting Minutes

Directors reviewed draft minutes of the previous meeting and made corrections for grammar and clarity, as reflected in the published minutes.

Decision: Zoë moved to accept the minutes. Larry seconded.

Vote: 4.0.0

General Manager Updates

- Maura reported that the annual Pittsburgh Urban Farm Tour was a positive event; it saw 82 participants and raised \$2000 for a scholarship fund, which is distributed by PASA.
- The Co-op continues to experience refrigeration issues. The “cheese island” is to be replaced; it will take six to eight weeks to arrive once ordered. The Deli case recently had a power surge that tripped a breaker and resulted in product loss of about \$10,000 (retail value). It is now back up and running. Maura explained that temperature alerts were received around 3-3:30 a.m.; staff members arrived in the 4:00 hour, but the case was already at 55-60 degrees. As the product had been out of temperature for over two hours, it had to be discarded. Whether to file a claim through grocers’ insurance is still being determined.
- All staff meetings will be held next week. The conversations will focus on expansion and proposed revisions to the attendance policy.
- Maura and Jen had a positive meeting with UE a few weeks ago regarding revisions to the attendance policy.
- Mercato is going well; the internal process is still being adjusted to improve efficiency. The past month saw sixteen orders and just under \$1,750 in sales. eric noted that in general people try it only

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once – we haven't seen a lot of repeat business. Maura added that delivery fees could be pretty steep, and hypothesized that that could be the reason that customers aren't continuing to use the service. eric reported that 691 people visited the site and only 16 placed an order. An upcoming fee structure change should make delivery costs more competitive.

- The Bulk Sale was on Sunday, October 20. It saw the highest ever Bulk and Bulk Herb department daily sales, as well as the third-best store sales for that event. Sales topped those of the April Bulk Sale, which historically is a busier time of year. Maura commented that it was a “crazy and fun day!”

Finance Committee Update

Larry reported no updates. Financial training will be postponed to a future meeting. Audited financials should be available by October 23.

Board Perpetuation & Elections Committee Update

Karen reported that election proceedings are on track. More flyers are being printed; these will advertise the Annual Meeting on one side and elections on the other side. Voting for board candidates begins on October 26. Karen committed to contacting candidates to arrange for them to be at the Annual Meeting. Concern was expressed regarding the onboarding of new directors during the transition of Emily leaving, as this is a BP&E commitment.

Columinate CBLD Discussion

Eddy reminded the Board that this is the time of year when the Columinate (formerly CDS) contract is renewed, and the training retreat is scheduled. Last year, directors agreed that the Board wanted to do training themselves and elected not to renew the contract; however, support from Columinate may be valuable with the onboarding of four new directors and helping a new Board President that may not be experienced. Eddy commented that the year without them was not a hindrance. Zoë added that Columinate had offered a la carte service as an alternative to full subscription.

Zoë wondered who is responsible for contacting directors that have missed three meetings; two directors have hit that threshold. It was determined that Sam would be the appropriate person.

Eddy reminded directors that Board Self-Monitoring takes place in November. The Board Clerk will facilitate the distribution; this year, it will take the form of an anonymous online survey. The results will be published in the November board meeting packet.

Member-Owner Participation Committee Update

In Emily's absence, lay-member Faith Schantz reported that the next step for the Governance Survey is to have it professionally reviewed. The Committee hopes to be able to send it out in January. Zoë recommended the Committee reach out to Laura Valentine, who is running for the Board; Laura mentioned at a previous meeting that they had worked on surveys in the past. With Emily's departure from the Board upcoming, the Committee will need to transition to a new chairperson.

Annual Meeting Committee Update

Karen distributed a draft of the Annual Meeting Agenda. The following were discussed:

- The board clerk is unable to attend the meeting to take minutes. Karen will attempt to make other arrangements.

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- Childcare will be provided by Karen's daughter, who has their clearances. Karen will continue to try to find another person to help.
- Yasmeen and Karen purchased food for the Meeting from Salem's Halal Market and Grill in the Strip District and reported that it would cost less than last year.
- There is a banner in the store advertising the Annual Meeting. Now that the Bulk Sale is over, the Committee would like to see Bulk Sale signage replaced with signage promoting the Annual Meeting.
- Lay-member, Tom Pandaleon, reported that he spoke with Kate about the protocol for tabling in the store and passing out flyers outside. As best as possible, the Front End will be apprised of any tabling and flyer distribution activity.
- Per the draft agenda, reports are fifteen minutes each. Eddy would like to see them reduced to twenty minutes in total. Maura and Eddy will meet on November 4th to finalize the reports for the Annual Meeting.

The Committee, including lay-members, were thanked for their work.

Bylaws Committee Update

Zoë reported that the Committee is making progress; suggested bylaws changes are ready in draft state. The next committee meeting is Wednesday, October 23rd. The past few meetings have been attended by Zoë, Alice, and Tom, so the current draft hasn't been reviewed by other board members. Zoë wondered whether the current board is interested in voting to move forward on proposed bylaws changes, or if the process should be put on hold until the new board members are seated.

Some points that were mentioned:

- The vote is not binding – it's moving the process forward.
- The board has to be on the same page regarding what changes to present to the membership.
- There will be time for new board members to weigh in on proposed changes.
- A lawyer will make sure the proposed changes are okay to present to the membership.
- Changing bylaws is a full year process and will roll out next fall.
- Tom commented that the membership would benefit from this Board's experience and input on bylaws changes.

After discussion, it was decided that an agenda item will be added to the November board meeting to go through individual proposed changes. Zoë committed to preparing documents for inclusion in the November packet.

Zoë reported that while looking for vote tallies in Co-operators from ten years ago, he noticed there used to be a designated staff seat on the Board, and wondered why that ended. Eric responded that staff members weren't fulfilling their terms. Directors and managers discussed the value of having a staff member on the Board, potentially in a one-year term that would be voted on by Co-op employees. Eddy noted that there might be a deeper reason why the designated staff position ended; it may be that it's a Department of Labor issue to have a seat that must be filled by a staff member that is not being compensated for their time. Should it be instituted, there would be language for a back-up plan, should no staff member wish to run. Eddy stated that he is open to the idea and that other co-ops should be contacted to find out how they handle a designated staff position on their Board.

Zoë hopes to announce dates for meeting to talk about proposed bylaws changes at the Annual Meeting. Three options were discussed: have two meetings total, have two sets of meetings with two chunks of time to get through the content, or have them be cumulative – with one set of meetings for content and

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another set of meetings that incorporate feedback. The Committee will choose dates in April 2020, one weekday night and one weekend day, and put those on the Governance Calendar. At the Annual Meeting, Zoë will give a broad overview and timeline for proposed bylaw changes, including next steps and how to get involved.

Expansion Committee Update

Directors agreed to take up expansion updates in Executive Session.

Action Item Follow-up & Discussion

Directors and managers reviewed progress or lack thereof on action items from previous meetings.

Closings

The next board meeting was scheduled for Monday, November 18, 2019. Submissions to the next meeting packet are due to the Board Clerk via email by Monday, November 11, at 9:00 a.m.

Member-owners' Open Session

Kait Anderson commented that the meeting was “very cool” and wished more people were in attendance.

Carlos Gasca-Yanez invited the Board and Managers to consider Mulberry Presbyterian Church as a potential relocation site. For further details, see the attached letter, which was presented during the meeting.

Yasmeen Ariff-Sayed expressed disappointment in the Co-op's Café, commenting that it “has never been good and is now beyond bad.” Trays are empty at lunch, brunch, and dinner, and people can't wait fifteen minutes during a break. Yasmeen reported sadness at seeing it deteriorate every year. Eddy responded that the Board takes this seriously and thanked Yasmeen for taking the time to come to the Board with this concern. Zoë added that this issue is on the Board's radar as a chronic problem.

Tom asked if there was anything to report on expansion. Eddy responded that the Board would have updates to share at the Annual Meeting.

Adjournment

Decision: Larry moved to adjourn the meeting at 8:34 p.m. Karen seconded the motion.

Vote: 4.0.0

The Board went into Executive Session at 8:43 p.m. to discuss matters pertaining to expansion (including a new market study). At 9:21 p.m. Zoë moved to adjourn the session. Larry seconded. The Board voted 4.0.0 to end the session.

Minutes respectfully submitted by MaCall Scott, Board Clerk.

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Attention: East End Food Coop Board of Directors and Members

The Center for Civic Arts would like to invite the coop to consider the Mulberry Presbyterian Church building as a relocation site. The church is located on the corner of Mulberry St and Franklin Ave. There is abundant parking and space for loading dock logistics.

The Center For Civic Arts would donate the building to the coop, which has an estimated value of \$500,000. The gift includes a grant of \$20,000 to work with Rothchild Doyno Collaborative architects. I estimate that after rehabilitation costs the space would be competitive with our current lease and we would gain an asset.

I Carlos Gasca Yanez board member of the Center for Civic Arts and also member of the East End Food Cooperative invite you to consider dedicating at least couple of hours of our existing space planners contract in considering this gift.

A tour or tours could be scheduled upon request through Jody Guy our Executive Director, her phone number is [REDACTED]

Thank you.