

Adopted Minutes
East End Food Co-op Board Meeting
EEFC Conference Room
November 18, 2019

In attendance:

Present Board Members: Eddy Jones, President; Sam Applefield, Vice President; Eva Barinas, Secretary; Larry Meadows, Treasurer; Karen Bernard; Emily DeFerrari; O.E. Zelmanovich (Zoë).

Absent Board Member: Jona Reyes.

General Manager: Maura Holliday.

Management Team: Jen Girty, HR; Tyler Kulp, Produce.

Board Clerk: MaCall Scott.

Member Guests: Charlie Orr, Tom Pandaleon, Faith Schantz.

Eddy called the meeting to order at 7:05 p.m. and welcomed member-guests in attendance. Directors and guests introduced themselves. Sam read aloud the Ends statement. Directors, Managers, and the Board Clerk shared how they were feeling coming into the meeting.

Amend/Approve Agenda

Amendments to the agenda included removal of the Management Transition Committee update, possible removal of the Finance Committee update, and addition of an Executive Session related to expansion. It was mentioned that a decision on how long to spend on the bylaws discussion should be made. Emily will facilitate the Self-Monitoring Survey discussion.

Decision: Zoë moved to accept the agenda as amended. Emily seconded the motion.

Vote: 5.0.0

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. Karen seconded.

Vote: 2.0.3

General Manager Updates

- Maura was excited to report that the Co-op is in the testing stage of the Food Bucks program implementation; marketing materials are ready to go, and training sessions have been set up for Front End staff. Tyler commented that he attended a training session and that it seems, “ready to go.”
 - It was explained that for every \$5 that is spent on Food Bucks qualifying items (which at this time is limited to produce), one gets a \$2 voucher, good for 90 days, to use on the same type of qualifying items. The purpose is to promote the sale and consumption of healthy products. To be eligible, one must have a SNAP card, but not necessarily use it to cover the entire transaction. The register produces a receipt with a barcode that can be used during the next visit.
 - Sam noted that a local market he is familiar with uses the program and found that it brought in a lot of new business.
- “Four weeks of savings” direct mailer coupons are being mailed to four surrounding zip codes.
- Kate is attending a grocery round table with Pittsburgh Food Policy Council.
- Turkeys arrive this Friday.
- Managers decided not to file a claim for the product loss incurred due to the deli case power failure.
- All Staff Meetings took place in October; there were four sessions. Topics included expansion and proposed attendance policy changes. Maura reported that the attendance policy conversations were good, and staff members were able to express opinions.
- Maura is meeting with UE Officers this week and attending the two monthly UE meetings to go over a new draft of the attendance policy. Jen gave kudos to Maura, highlighting the fact that never in the history of UE Local 667 has a GM been asked, or volunteered, to attend a union meeting.

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- Asked how the attendance policy was written, Maura responded that she looked at policies from other co-ops and wrote a draft. Starting in August 2019, she started getting feedback from managers, supervisors, Task Force, and UE Officers – trying to have as many voices heard in the process as possible to create a policy that serves everyone better – and created a new draft based on that feedback. A new draft has since been presented to UE Officers that incorporates feedback from the All Staff Meetings.
- Maura and Jen recently attended a diversity training workshop. They reported that it was positive and are considering how to roll it out to the store.
- Maura was asked about how the voting was going but did not have exact numbers to report.

Eva arrived at 7:20 p.m.

Board Perpetuation & Elections Committee Update

Emily started by saying that she did not plan to talk about the document addressing the breach of code of ethics due to the limited amount of feedback she has received from other directors. She asked the Board to revisit the document and give a definitive answer on whether they feel it is acceptable, offering feedback as necessary. Votes will be counted at the December 2nd working meeting; a staff member that is familiar with the electronic record should be present to facilitate. Maura is coordinating with managers to ensure a staff member is in attendance. The next BP&E meeting has not been scheduled but will need to happen soon to get the new board member onboarding packet together. The Board “Ground Rules” document will be finalized and printed on a poster to hang in the conference room. Zoë reported feeling nervous about Emily departing the board while new board members are being oriented. Eva expressed interest in potentially taking over Emily’s duties; they will meet to discuss further. Karen asked about the process that occurs after the vote count on December 2nd. Faith recalled that in the past, a board member called the candidates to let them know that they won or not - only after the candidate accepted did an announcement go to the membership. Directors-elect will receive an onboarding packet and code of conduct to sign. New directors will be seated in the December board meeting, which Sam, as Vice President, will head. Eddy reported that in the December 2018 meeting, directors reported on the December working meeting, took a vote to certify the election results, then took a vote to seat the new directors. The outgoing directors remain until the new directors are certified and can then leave or sit with member-guests. Committees and roles will be discussed with new directors in January. Emily committed to emailing Kate to coordinate posting election results in the store, online, and via email. She will also draft a document outlining the information that will be conveyed to the winning candidates.

Larry arrived at 7:34 p.m.

Member-Owner Participation Committee Update

Emily reported that the Committee is meeting on December 5th to finalize work on the governance survey, which they hope to have sent out in January 2020. Following that, they will have more capacity to work on new member onboarding materials. The Committee has not yet started work on summarizing the board meeting agendas to provide more narrative/context to members. Faith reported that work on researching co-op volunteer programs is ongoing.

Annual Meeting Committee Update

Eddy thanked Karen and everyone who was involved in the Annual Meeting planning and execution. Karen handed out copies of the Annual Meeting Evaluation and Purchases, which can be found attached to these minutes, and read through them; feedback from the evaluation was positive. As an opportunity for next year, Emily thought that promotion of the Annual Meeting could be more visible - she noted that in emails, the Meeting was mentioned toward the end, on the website you had to dig for it instead of it being a headline on the home page. A comparison was drawn between promotion of the Bulk Sale and the Annual Meeting, Eddy adding that if we’re trying to elevate the Annual Meeting, it would need

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to be promoted more than the Bulk Sale. Maura and Karen will outline expectations for future Annual Meetings. Minutes will be approved at the December board meeting.

Self -Monitoring

Emily highlighted that there have been improvements since the last survey, and that eight of the fifty items are areas for improvement. Zoë added that it was great to look at the comments. MaCall will add a column to the next survey results showing the averages from the previous survey to aid in comparison.

Bylaws Committee Update

Zoë proposed using the Proposed EEFC Bylaws Changes document and taking a vote on each of the 22 proposals. He clarified that directors are voting on moving the proposed changes forward in the process. Next steps in the process include having a lawyer review the proposed changes, having a series of meetings to engage members, and ultimately having members vote on the proposed changes. Zoë read each item aloud, and the pros and cons were listed as needed. Jona abstains in absentia.

Numbers in each proposed change refer to a specific bylaw, which can be found here:

<https://eastendfood.coop/wp-content/uploads/2016/06/2011-Bylaws-Final-1-1.pdf>

1. The only requirement for being a Governing Member is being current on payments (no more than 3 months delinquent) (2.6 & 2.7) [No longer requires shopping within a certain period of time.]

Pros: Simple to administer. If you paid your membership you have a right to governance.	Cons: Someone in a hardship situation can't participate. People can vote but never shop here.
Vote: 7.0.0	

2. Individual notification for governance issues (elections, meetings) will now be primarily by email, but members will be given the option of choosing to be notified by postal mail when they become new members, and current members can opt-in to paper mailings at any time. (3.7) [All current members will receive a one-time paper mailing if this passes notifying them of the change in policy and letting them know to pay attention to the email notifications and giving them the choice to: 1) sign up for all member only emails, 2) sign up for a governance only email list, 3) continue to receive notification of meetings and elections by paper mail. Anyone who chooses not to respond will be considered to have been given reasonable notice going forward.]

Pros: We have way more members - mailing is very costly.	Cons: Cost of initial mailing.
Vote: 6.0.1	

3. There will no longer be an automatic removal from the board for missed meetings. Any failure to participate or conflict between board members should be addressed proactively and an opportunity for course correction given before action is taken to remove someone. (4.13) [Addressed in more detail in board policies].

Pros: More realistic. Currently, people miss three meetings and are removed and voted back on.	Cons: Maybe delineate who is monitoring each month - there is no one in charge of keeping track. Could be looser than it is now.
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Vote: 7.0.0

4. The option to have a General Management Team either temporarily or long term is added. (6.1)

Vote: 7.0.0

5. All “his or her” and “his/her” switched to “their.” (throughout)

Vote: 7.0.0

6. Clarify that households and groups may be members, but only one person can participate in any given governance action (petition, vote, etc.). (2.1)

Cons:

May put the Co-op in the position of being put in an argument between household members that both want to vote.

Comments:

- It’s good to have a designated primary member.
- Either clarify what we’re doing or add this to clarify that not all household members or group members can participate.
- Have separate ruled for a business membership?
- Bylaw 2.1 seems factually accurate.

Vote: 6.0.1

7. Mediation will be used to resolve any issues between members and the Co-op (2.10) [Previously just for disputes involving “normal membership transactions.”]

Pros:

Potentially saves a lot of money.
Covers more situations than just transactions in the store.

Comments:

- What happens if the Co-ops wants to sue someone?
- You’d have to break this out to make it very clear to a new member that by signing you agree to mediation.

Vote: 5.1.1

8. In the event of an uncontested election, the cooperative’s then-existing board of directors shall unanimously designate the uncontested, qualified candidates as directors on Election Day. The cooperative shall give notice to membership of the names and qualifications of the new directors. [In the last 10 years, we’ve had 2 and it doesn’t seem worth going through the motions if there is no contest.] (4.2)

Cons:

Incentivizes a board to not actively seek candidates.

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Comments:

- Remove “unanimously” and “Election Day.”
- Explain “uncontested.”

Vote: 6.1.0

Discussion and voting on moving forward with proposed bylaws changes will continue at the working meeting on December 2nd.

Eddy gave kudos to Zoë for the impressive research, adding that the matrix on other co-ops was nice to see and was validating.

Expansion Committee Update

Sam reported that he, Maura, and Karen visited Mulberry Church in Wilkinsburg, which was recommended as a possible relocation space for the Co-op at the October board meeting. Sam said that it was an interesting building, but not a good fit due to its age, structural issues, and lack of dedicated square footage for Co-op use.

Action Item Follow-up & Discussion

Eddy reported that most of the action items are on hold until future dates, and reviewed items added at this meeting.

Emily asked that it be recorded that the Board took a vote by email that resulted in the reinstatement of Eva and Jona after they had missed three meetings.

Closings

The next board meeting was scheduled for Monday, December 16, 2019. Submissions to the next meeting packet are due to the Board Clerk via email by Monday, December 9, at 9:00 a.m.

Member-owners’ Open Session

Faith Schantz said that she was happy that flyers were given out at registers to promote the Annual Meeting. The announcement for the Meeting could have been more evident on the website. Tom went to flyer, and there weren’t any available to give out. Tom added that he thought there might have been a misunderstanding about what he was asking for. Faith finished by saying that it was better than previous years and can be better in the future. Charlie Orr commented that he was here to learn as much as he could and learned a lot!

Adjournment

Decision: Larry moved to adjourn the meeting at 9:35 p.m. Emily seconded the motion.

Vote: 7.0.0

The Board went into Executive Session at 9:45 p.m. to discuss matters pertaining to expansion. At 10:20 p.m., Larry moved to adjourn the session. Eva seconded. The Board voted 7.0.0 to end the session.

The Board had a working meeting on December 2nd during which they counted election votes and continued editing and voting on the bylaws changes to bring before the membership. All proposed changes from section 2.1 through 3.7 as well as section 4.12 passed. Everything from 4.1 through the end was tabled (except 4.12, as mentioned above). All votes were 6-0-0 except 2.5.b. (5-1-0); 3.1 (5-0-1); 3.2.a. (5-1-0).

Minutes respectfully submitted by MaCall Scott, Board Clerk.

ANNUAL MEETING EVALUATIONS

What went well?

- The space was the right size and price, and we made it look nice.
- The reports were short and there was plenty of time for questions.
- The food was great and we did a good job predicting the amount. (I'm glad the staff could enjoy the leftover baklava.)

What could be better next year?

- the projector
- Remember to hand out the evaluations! Deputize some people at the beginning—to help remember and to help hand them out.
- a longer cord for the mic
- publicity
- board-staff communication
- more board involvement, with one person in charge of preliminary details & one focusing on the meeting itself

Comments from others:

space

- the space was good
- parking was good enough

food

- excellent
- more take-out containers
- The cookies were too many. I'm happy that the staff who were manning the store got some.
- GF cookies should have been labeled as GF.

welcome

- did take a while to get to the point, but it was good to include a personal connection
- an appropriate sharing of perspective/experience
- appreciated the "people hub" part

reports

- The reports were good and the right length and questions and answers were relevant.
- Shawn's report had a moment of being hard to follow, but that may have been because there was a slide we didn't see. I am glad he did a separate report; there was time, and it made the financials feel very solid. To be honest, after hearing the 3 reports, this is the first time I understand expansion.
- The reports were the right length.
- The substance of the reporting has improved immensely in the last 2-3 years.
- Annual Report need to be handed to members when they sign in.

Q&As

- The one concern I had was that Maura fielded all the Q & As.
- The questions need to be farmed out to all staff not just Maura.

publicity

- is an issue. We need to find a way to have front end staff take that on 100%, and then we need to get our own motivation up to be out there
- less-than-adequate “get-out-the-members” effort
- There was a shortage of flyers in the last few days. I certainly would not have wanted to have a lot of them left over, but next year we need to have them more easily available to the committee. Having to wait for a response from staff on such a thing is inefficient.

generally

- well-planned and well-run meeting
- welcoming
- friendly, informative, especially candidates sharing, good space and food
- from overheard conversations people were happy
- “bang up job”
- feedback from members has been all good

PURCHASES FOR 2019 ANNUAL MEETING 11-9-19

Budget Line # 9482 Board Elections & Meeting

Expense	Vendor	Cost	Purchaser	Notes
Venue				
Venue	Eastminster Presbyterian Church	\$420.00	Karen/Shawn	see rental contract for details
Food				
Catering	Salem's	\$818.57	Karen/Shawn	budgeted for 80
200 GF cookies	IDT	\$150.00	Karen/Amber	almond macaroons + double choc chip
Drinks	IDT	\$69.74	Kate	5 gallons spring water, 3 gallons Oylers Apple Cider, Half-and-Half, Soy Creamer, Bulk Coffee
Extras	--	\$0.00	Kate	sweeteners, honey, stir sticks provided by MMS Department
Paper Products				
Cups & utensils	IDT to Cafe	\$24.95	Kate	2 sleeves of 6 oz plastic cups, 1 sleeve 8 oz hot cups, 1 sleeve lids, 2 sleeves compostable forks
Plates & utensils	IDT to MMS	\$52.50	Kate	100 compostable plates (large), 100 compostable plates (small), compostable cutlery
Childcare				
Childcare	Rachel & Jona	\$120	Karen/Shawn	\$20/hour for 3 hours
Table Decorations				
15 potted mums w/ "foil" wrap	IDT--Produce	\$67.00	Candace	
Raffle Basket				
Raffle basket	IDT	\$38.95	Kate	apricot orange marmalade, chocolate bar, local coffee, local honey sampler, power bites
		\$0.00		insulated EEFC mug, utensil set, organic produce bag and basket provided by MMS Dept
Printing Costs				
Annual reports	Banksville Express Printing	\$472.86	Kate	300 copies, 8 page full-color, saddlestitched
handbills	? -- credit card	\$58.32	Kate	500 Annual Meeting/Vote for the Board double-sided handbills
handbills	? -- credit card	\$41.04	Kate	250 Annual Meeting/Vote for the Board double-sided handbills
banner	in-house	\$0.00	Kate	4 x 6 banner - provided by MMS Department
poster	in-house	\$0.00	Kate	24" x 32" poster - provided by MMS Department
posters	in-house	\$0.00	Kate	8 1/2" x 11" posters - provided by MMS Department
TOTAL:		\$2,333.93		

PURCHASES FOR 2018 ANNUAL MEETING 11-3-18

Date	Expense	Vendor	Cost	Purchaser	Notes
8/30/18	Venue	Easminster Presby Church	\$420.00	Erica	see rental contract for details
11/6/18	Catering	Casa San Jose Invoice	\$1,200.00	Emily	Budgeted for 100
11/11/18	Food Extras	Co-op IDT	\$60.87	Erica	1 lb. coffee, 5 gallons spring water, 4 gallons apple cider, 4 boxes tea, creamers and sweeteners
	Plates & Bowls		In-kind	Erica	100 x 7" compostable plates, 100 x 9" compostable plates, 100 x compostable bowls - from MMS backstock
10/28/18	Dinnerware	Co-op Cafe	\$60.93	Tyler Kulp	100 x 8oz. hot cups & lids, 150 x 12oz. compostable plastic cups, 1 sleeve napkins, 150 x compostable forks & spoons, 100 x compostable knives
11/4/18	Lemon Pound Cake	Co-op Bakery	\$59.70	Amber	30 pieces
11/6/18	Childcare	Cash - Reimbursement	\$60	Emily	
	Gourds as decorations	Co-op Produce	\$38.00	Marc Rattay	2 cases, \$19 each
	Herbs as decorations	Co-op Produce	\$19.50	Marc Rattay	
11/5/18	Zero Waste Kit	PRC	\$50.00	Erica	
11/1/18	Raffle prizes	IDT	\$50.00	Kate	
Printing Costs					
11/2/18	Annual Reports	Banksville Express Printing	\$392.33	Kate	200 (9x13, 12 page, 100# paper)
	Posters & Handbills	in-house	In-kind	Kate	10 - 8.5"x11" color posters, 1 - 18.5" x 30.5" color window poster, 80 - color handbill 4-ups
9/25/18	Handbills	Print Runner	\$27.80	Kate	250 color flyers
	Directional Signage	in-house	In-kind	Kate	2 x 17"x22" exterior signs, 4 x 8.5"x11" arrow signs
	Other print-outs	in-house	\$5.85	Erica	Agendas, Sign in sheets, Meeting Evaluations
	TOTAL:		\$2,444.98		