

**Adopted Minutes**  
East End Food Co-op Board Meeting  
11/20/2017

**In attendance:**

Present Board Members: Eddy Jones, President; Dirk Kalp, Vice President; Emily DeFerrari; Malcolm Ferguson; Arianna Garofalo; Patrick McHale; Sarah Trist; William Warnock.

Absent Board Members: Brynn Yochim; Amit Shah, Treasurer.

Designated General Management Team: Jen Girty, Shawn McCullough, eric cressley.

Board Clerk: Erica Peiffer

Member Guests: Alice Leibowitz, Karen Bernard, Leslie Clark, MB Steisslinger, Ron Gaydos.

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Eddy called the meeting to order at 7:05 p.m. eric read our Ends statement aloud.

**Amend/Approve Agenda**

Discussion: An update on the Staff Forums was added after GM Update. A vote to approve election results was added prior to the Seating of New Board Members. An Appointment Process Discussion was added prior to the Election of Officers. An Annual Calendar Review was added before the GM update. The Google Drive discussion was shortened to 15 minutes.

Decision: Dirk moved to accept the agenda as amended. William seconded the motion.

Vote: 6.0.0

**Amend/Approve previous meeting minutes**

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

Decision: Malcolm moved to accept the minutes as amended. Dirk seconded the motion.

Vote: 5.0.1

**Approval of Election**

Dirk moved to accept the results of the election as reported by the Board Perpetuation and Elections Committee last month. Patrick seconded.

Vote: 6.0.0

**Seating of New Board Members**

Eddy welcomed Emily and Sarah as directors, and thanked Dirk Kalp for over 30 years of board service. Eddy also recognized Amit Shah for his service. All directors in attendance signed the Statement of Agreement. Emily suggested that the footer contain the date of the last revision.

**Appointment Process**

Eddy reported that Andrew Ritchie announced his resignation. Patrick proposed to use Cognito online software to accept applications, as in the previous appointment process. Customer Service can print on demand. The entire board will evaluate candidates based on a rubric. Eddy suggested that appointments be announced prior to the January 13<sup>th</sup> board retreat with CDS consultant Thane Joyal. It was decided to announce the appointment process the next day via a member eblast, the website and social media. The application period will close December 9<sup>th</sup> and interviews will occur between December 9-17<sup>th</sup>. Directors agreed to discuss desirable candidate qualities at the December working meeting.

**Adopted Minutes**  
East End Food Co-op Board Meeting  
11/20/2017

**Election of Officers**

Discussion: Dirk facilitated the process of officer elections. He described the roles and responsibilities of each position. He solicited self-nominations. Eddy self-nominated for the office of President. William self-nominated for Treasurer. No other director expressed interest in these roles. It was decided not to elect officers to the roles of Vice-President and Secretary as there were no clear intentions to serve in these roles.

Decision: Malcolm moved to accept the self nominations of Eddy for President and William for Treasurer. Patrick seconded.

Vote: 7.0.0

**Board Annual Calendar**

Eddy presented a redesigned version of the annual board calendar. The design included current directors, board terms and officer roles, as well as an outline of the policy register. Meetings, calls and newsletter deadlines were outlined, along with a schedule for GM and Board monitoring reports, and committee work. There was space on the calendar to map out milestones for expansion and strategic planning, although these columns required further development.

**Designated General Management Team Update**

Jen, Shawn and eric provided a handout with updates on the following topics: Finances, Facilities, Store News, NCG News, and Expansion. Shawn discussed highlights from the notes on Finances. We posted a profit at the end of the first quarter of this fiscal year, for the first time in three years and exhibiting the highest net income for any quarter in the last seven years. Contributing factors included lower personnel costs, increased margin dollars, and decreased general expenses, namely significantly reduced costs for production of *The Co-operator*. Personnel costs have been primarily affected by vacant administrative positions, although almost every department was understaffed, an atypical scenario. Increased margin dollars was the result of pricing, lower shrink, and better purchasing. Our Co-op also experienced three consecutive weeks of sales growth above 2%. Directors provided feedback on the finances report, requesting forecasting for the next quarter. eric discussed highlights from the notes on facilities. He said we now have kombucha on tap and we are still waiting on a permit for the water machine. He previewed some upcoming changes in the produce department, and noted we will not need to rent a truck to store turkeys for Thanksgiving this year, as we have more cooler spaces thanks to recent renovations. Jen highlighted a note from Store News, announcing the date of the upcoming staff party. eric confirmed his role as our designated rep with National Cooperative Grocers (NCG) and provided a handout about their current lawsuit against USDA Organic Livestock and Poultry Practices.

**Staff Forum Update**

Arianna reported on the results from three forums held on November 9 & 10 to collect input from staff on their vision for the future of our Co-op and qualities to look for in the hiring of a general manager. She handed out copies of the report prepared by the hired facilitator, Lizzie Anderson. Jen confirmed that less than half the staff participated, and noted that an email survey had been sent to all staff in tandem with the forums. Directors noted that the report was a basic

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East End Food Co-op Board Meeting  
11/20/2017

summary of comments and did not present any qualitative data, for instance the frequency of particular comments. It was suggested that Arianna request from Lizzie a short list of dominant themes presented in the commentary. It was noted that the job listing has been posted both internally and externally and to date five candidates have applied. No advertising of the listing has been purchased.

**Board Document Management**

For the sake of new directors and the DGMT, Erica reviewed the proposal for Board use of Google Drive that had been agreed upon at the July 2017 meeting. Erica inquired about each director's familiarity with Google apps and agreed to develop a new drive structure and a brief training presentation for the December meeting.

**Governance Grant Opportunity**

eric presented application requirements for grant funding of cooperative development services, available to NCG member food co-ops in the Eastern corridor. Directors considered the list of services, including assistance with strained GM-Board relationships, and if we potentially meet the qualifications for funding. It was suggested the funds could be used to host another CBL101 training session, for new directors and members potentially interested in board service, or to fund new directors' travel to an already scheduled CBL101 training session. Eddy agreed to get more information from CDS consultant Thane Joyal during the regularly scheduled monthly call.

**Member-owners Open Session**

Leslie Clark introduced herself as the current staff member with the longest tenure. Ron Gaydos introduced himself as a founder of the Pittsburgh Chamber of Cooperatives (PCOC). Karen Bernard introduced herself as a long-time member, current staff member and former board member. Mary Beth introduced herself as the herbs and tea buyer. Mary Beth and Karen provided handouts with a proposal for an alternative organizational structure which had been developed by a group of members working together under the name "Co-op Members for Democracy". They proposed a triumvirate leadership model as an alternative to a General Manager position, taking the example from other co-ops including La Montanita Food Co-op and Equal Exchange. Directors questioned a reference to flex positions and Shawn explained the model that is being considered, taking the example from Lexington Food Co-op. It was noted that any new organizational structure would have to be bargained into a union contract. Ron invited all to an upcoming training session about sociocracy, also known as dynamic governance, to be hosted by PCOC in late February. Alice Leibowitz suggested this transitional period as an opportunity to institutionalize our values via a sociocratic structure and offered her services as a consultant in this process.

**Closings**

The next board meeting was scheduled for December 18th. Submissions to the next meeting packet are due to the board clerk on December 6th. The board's working session was scheduled for Monday December 4<sup>th</sup>. A Member Forum is scheduled for Saturday, December 2<sup>nd</sup>.

**Adopted Minutes**  
East End Food Co-op Board Meeting  
11/20/2017

**Adjournment**

Decision: Patrick moved to adjourn the meeting at 9:57 p.m. William seconded the motion.

Vote: 7.0.0

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The Board went into Executive Session at 10:07 p.m. to discuss non-public matters. At 10:50 p.m. Sarah moved to adjourn the session. Patrick seconded the motion. The Board voted 5.0.0 to end the session.

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Minutes respectfully submitted by Erica Peiffer, Board Clerk.