

**Adopted Minutes**  
East End Food Co-op Board Meeting  
POWER/EEFC Conference Room  
April 15, 2019

**In attendance:**

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

General Manager: Maura Holliday.

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

Board Clerk: MaCall Scott.

Member Guests: Faith Schantz, Tom Pandaleon.

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Eddy called the meeting to order at 7:02 p.m. There were no member-owners in attendance at the start of the meeting. Jona read aloud the Ends statement.

**Amend/Approve Agenda**

Discussion over filling the board vacancy and a conversation regarding excuse of absence from the January board meeting were added to the BPE Committee update.

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

Vote: 5.0.0

**Amend/Approve previous 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 as amended. Larry seconded the motion.

Vote: 5.0.0

**Interim Management Team Update**

Maura reported that the store will be closing early on Easter Sunday. The store will also close early on Tuesday, May 7 for an all-staff meeting. A survey was sent to staff members to gather topic ideas; the management team plans to discuss results of the most recent staff satisfaction survey. The Board is willing to participate in future all-staff meetings. There is no word yet on whether the Food Trust can accept the co-op as a Food Bucks retailer. The Bulk Sale on April 14 was the most successful yet, seeing \$67,154.00 in overall sales: \$18,000 in the bulk department and \$3,000 in bulk herbs. A meeting is scheduled this week with PRC (Pittsburgh Resource Council) to move forward with their technical assistance proposal, which addresses outreach, signage, packaging, and recycling resources. To be determined is what of that proposal can be done in-house in order to save on costs. Amber spoke about the co-op's composting efforts; Zero Waste Wrangler picks up three times per week and the compost is delivered to a farm where the land has been strip-mined, in an effort to rebuild the soil. In the future, Zero Waste Wrangler plans to work with Agrecycle to do industrial composting. The single-use plastic group tabled in the store once or twice and has met with Kate – Maura reported being at a stalemate; the group wants the co-op to stop using plastic entirely, which is not an option at this time. Kate is working with a local company to create branded bulk and produce bags, which will be given away at multiple upcoming events, as well as in new member packets. Eddy noted the opportunity at the registers to educate shoppers about bringing their own containers. Maura reported that efforts

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have been made to encourage shoppers to bring containers from home: signage has been revamped, the bulk buyer is in the bulk aisle Monday through Friday to provide assistance, and Kate does a tutorial during the member orientation.

Karen arrived at 7:11 p.m.

**B9 – Emergency GM Succession**

Amber worked with the full management team to reflect the current IMT structure, as well as plan for a future where there is a GM in place. Shawn McCullough has resigned from the IMT. Tyler Kulp has joined the IMT. The report was praised for being concise and clear. It was noted that the term “management team,” rather than “IMT,” should be used when referring to a time when there is a GM in place.

Decision: Jona motioned to accept the report. Zoë seconded.

Vote: 6.0.0

Emily arrived at 7:31 p.m.

**Finance Committee Update**

Larry conducted a Finance 101 training session for directors. The following documents were distributed: Financial Statements 101, Budgets: The Board’s Plan for Governance Investment, and Accounting Best Practices for Food Co-ops. Directors discussed making board budget proposals for fiscal year 2019-2020 ahead of the upcoming B2 – Business Planning and Financial Budgeting. Committees were encouraged to submit requests for board expenditures to Larry, who will compile them into a draft board budget for the May packet. A primary area of focus for this training was understanding a balance sheet, including: current assets, fixed assets, current liabilities, long-term liabilities, and owners’ equity. This was the first in a series of financial training sessions; the next will highlight income statements.

Eva arrived at 7:58 p.m.

**Board Perpetuation & Elections Committee Update**

Eddy first began a discussion regarding the 2019-20 governance calendar. Directors agreed that executive team meetings with Maura make sense and would be beneficial; participants will be established at a later time. Directors discussed moving several B reports in an effort to address results of the Member Satisfaction Survey in a timely manner. An informal check-in regarding the most recent survey will take place at the May 2019 board meeting. Eddy will make the agreed upon updates to the 2019-20 calendar. Directors discussed the best way to handle board meetings in January and February 2020, as they fall on federal holidays. It was agreed that meetings will be held on the second Monday of those months; January 13<sup>th</sup> and February 10<sup>th</sup>. The Annual Meeting is scheduled for Saturday, November 9<sup>th</sup>. Directors next discussed excusing absence from the January 2019 board meeting, which fell on Martin Luther King Day. It was

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determined that absence will be excused; a further discussion of absence protocol will occur at the May 2019 board meeting.

Decision: Larry motioned to excuse absence from the January 2019 board meeting. Karen seconded.

Vote: 8.0.0

Directors discussed the BPE chair vacancy; Eddy clarified that the vacancy is due to Sarah's resignation in April 2019. Emily volunteered to join and chair the committee; she also chairs the Member-Owner Participation Committee, and noted that the amount of work being done by other members of the MOP Committee will allow her the bandwidth to take on this role. Regarding the director vacancy, the Board decided to wait until the next election cycle to fill the position, electing four officers instead of three.

**Member-Owner Participation Committee Update**

Emily reported no new updates. The Committee is working on three standing items: governance survey, new member onboarding packet, and investigating volunteer programs at other co-ops.

**Annual Meeting Committee Update**

Karen reported that the Annual Meeting has been set for November 9, 2019. Eastminster Church is available at the same rate as last year. It was agreed that the Committee can go forth with booking the location.

**Management Transition Committee Update**

Maura Holliday has been hired as General Manager; the announcement has been made to staff and member-owners. The IMT will remain in place until the Grocery Manager position is filled. This committee will dissolve soon.

**Bylaws Committee Update**

Zoë reported that the Bylaws Committee will convene when the Management Transition Committee ends. A meeting will likely be called in May.

**Expansion Committee Update**

Sam reported that the Board has approved a contract with Seven Roots to do a feasibility study on the Gemini space; he explained that Seven Roots is an architectural firm (and co-op) based in Minneapolis that works with natural grocers. Work is being done to schedule their two to three day visit, and to create an agenda to make the most of their time.

**Action Item Follow-up & Discussion**

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

**Closings**

The next board meeting was scheduled for Monday, May 20. There will not be a working meeting in May. Submissions to the next meeting packet are due to the Board Clerk via email on Monday, May 13 at 9:00 a.m.

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**Member-owners' Open Session**

Tom congratulated Maura and the Board on her appointment to the General Manager position. He mentioned that it would be beneficial to get the word out to members ahead of starting an equity building campaign – to just let them start thinking about it. Directors were thanked for providing reference materials during the meeting, so that member-owners in attendance could follow along.

**Adjournment**

Decision: Larry moved to adjourn the meeting at 9:08 p.m. Jona seconded the motion.

Vote: 8.0.0

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The Board went into Executive Session at 9:18 p.m. to discuss matters pertaining to the GM transition. At 10:13 p.m., Larry moved to adjourn the session. Emily seconded. The Board voted 8.0.0 to end the session.

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**April Working Meetings**

Following the absence at the March 2019 board meeting, Sarah Trafican was considered automatically resigned from the board per section 4.10 of the bylaws. At the April 1st working meeting, Larry made a motion to reinstate Sarah to the Board. The motion was seconded by Eva.

Vote: 6.1.1

Sam made a motion that the Board authorize the Expansion Committee to proceed at its discretion to enter into a contract with Seven Roots Group for a feasibility study of potential store expansion into the former Gemini Theater. Seven Roots Group is a full-service architecture and design firm focused on natural foods grocery stores and based in Minnesota. EEFC received a proposal from Seven Roots Group for this work on November 30th, 2018 in the amount of \$6,250 plus travel. Eddy seconded the motion.

Vote: 5.0.0

On April 6th, Sarah resigned from the Board; the resignation did not occur at a meeting.

On April 8th, the Board met to deliberate on the General Manager search and decided upon Maura Holliday.

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Minutes respectfully submitted by MaCall Scott.