

Adopted Minutes
East End Food Co-op Board Meeting
EEFC Conference Room
February 10, 2020

In attendance:

Present Board Members: Sam Applefield, President; Charlie Orr, Vice President; Eva Barinas, Karen Bernard, Melanie Frank, Tom Pandaleon, O.E. Zelmanovich (Zoë).

Absent Board Member: Larry Meadows, Treasurer; Laura Valentine, Secretary.

General Manager: Maura Holliday.

Board Clerk: MaCall Scott.

Member Guests: Elly Helgen, Frank Salati.

Sam called the meeting to order at 7:05 p.m. Eva read aloud the Ends statement and Sam read the Board's Ground Rules. Sam acknowledged a heated exchange that occurred during the March 2nd working meeting; Charlie spoke to working to open lines of communication. Everyone checked in to express how they were feeling coming into the meeting.

Amend/Approve Agenda

Remove approval of Annual Meeting Minutes. Add a vote to approve board officers.

Decision: Charlie moved to accept the agenda as amended. Tom seconded the motion.

Vote: 7.0.0

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. Charlie seconded the motion.

Vote: 6.0.1

Board Retreat and Voting on Board Officers

At the retreat on January 26th the Board used a process of sociocracy to determine directors' roles for the year. The results are as follows:

President: Sam Applefield

Vice President: Charlie Orr

Treasurer: Larry Meadows

Secretary: Laura Valentine

The Board also determined committee chairs, as follows:

Annual Meeting: Eva Barinas

Board Perpetuation and Election (BP&E): Karen Bernard

Bylaws: Zoë Zelmanovich

Member Owner Participation (MOP): Melanie Frank

Expansion: Tom Pandaleon.

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The board retreat was held at the home of Emily DeFerrari, who is a former EEFC Director. The Board discussed individual roles and continued to orient new directors to the goals for the year. It was reported as being, “good fun.”

Decision: Tom motioned to approve the officer roles as listed above. Seconded by Zoë.

Vote: 6.0.1

Working Meeting Update

The Board had a working meeting on February 3rd, and continued editing and voting on the bylaws changes to bring before the membership. Sections 4.1 through 4.16 were voted on. All changes were passed except 4.16.b (vote 6.3.0 to keep current language). Votes were 8.0.0 or 9.0.0 except 4.1.a (7.0.1), 4.2.a (7.1.0), 4.5 (8.1.0), 4.8 (7.0.2), 4.14.b (6.1.2), and 4.14.c (8.0.1). Some changes were agreed to need further research or language adjustment before going to membership.

General Manager Updates

- January 2020 saw 34 Mercato orders – it was the best month to date. Currently, the Co-op is not being charged commission from Mercato, due to having its 100th unique shopper.
- Elly and Maura attended PASA this past week; Maura reported that it was a good conference. She felt that it was strange that they took donations from Whole Foods, and that they were the lead PA Preferred sponsor. The keynote speech, given by Michael W. Twitty, was great; the message was about how we’re all connected.
- The Co-op’s staff party was probably best attended yet.
 - The Board would like to have an event with staff. Would that be a party or something else?
- EEFC hoodies were given to employees and look great.
- The second quarter saw net income enough to produce a gain share for staff.
- The Co-op’s Café earned the Silver Level designation as a Sustainable Pittsburgh Restaurant.
- The Food Bucks program continues to grow, despite the fact that real promotion of it has not yet begun; 294 coupons have been issued, and 87 redeemed. This past week was the best week in redemption.
- The staff survey is in progress and closes at the end of this week. This one focuses on job satisfaction and value. By using a consultant from Columinate, we get information on how we compare with other Co-ops.

B7 – Communication to the Board

Maura reported compliance in all areas of the B7. Zoë suggested that prior to reviewing a GM report, it would be a good idea for the Board to review the previous Monitoring Matrix to be sure improvement has been made, if necessary.

Decision: Melanie motioned to accept the report as compliant. Charlie seconded the motion.

Vote: 5.0.0

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B8 – Board Logistical Support

Maura reported that she made some formatting changes this time.

There was a brief discussion over the board meeting agenda being posted on the Co-op’s website. It was agreed that the agenda sounds dry and boring, and that striking the agenda may be better than posting it. This will be a topic in the next MOP meeting.

Decision: Tom motioned to accept the report as compliant. Eva seconded the motion.

Vote: 6.0.1

Discussion of Proposed New B6 Policies

Zoë acknowledged that the policy language may sound negative, but is unsure of how to get around it, as they are completing the sentence, “The GM shall not...” Directors voted to pass the following:

B6.2 – Fail to work to increase diversity.

Comments: Staff members would have to volunteer to self-report. Report on the sub-policy could just be showing the efforts being made.

Vote: 6.0.1

B6.3 – Fail to strive to maintain amicable relations with all staff members and the union, as an entity.

Comments: Clarify it refers to the local union chapter.

Vote: 6.0.1

B6.4 – Fail to report on trends in staff turnover, including by department.

Vote: 7.0.0

B6.5 – Fail to provide staff opportunities for training and advancement.

Comments: Refers to promotions, training, what’s being made available to people. This is reported on in A-Ends, but makes sense for it to be here.

Vote: 7.0.0

B6.6 – Fail to convene regular all-staff meetings.

Vote: 7.0.0

Zoë will work to clarify the language and will send to Kate to update the online policy manual.

Finance Committee Update

Charlie reported that the Committee will meet on Thursday of this week to go through income statements, balance sheets, etc. Larry, Shawn, and Charlie will meet before the next board meeting.

BPE Committee Update

Eva reported that she met with Emily to go over BP&E responsibilities. Karen wondered if the Board wanted to discuss board dynamics, and if so, who would want to lead that. Charlie will meet with directors to discuss dynamics.

Adopted Minutes
East End Food Co-op Board Meeting
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February 10, 2020

Member-Owner Participation Committee Update

Melanie reported that the regular committee meeting day has been changed to the third Wednesday of the month. There was discussion over where one could find the current list of lay-members involved in the MOP Committee. It was suggested that if the Co-op wasn't available as a meeting space, that the Homewood Library may be a good option.

Karen reported that Chatham is going to look at the governance survey and have feedback by February 19th. The survey should be sent out at the beginning of March, completed by mid-March, and then the results given to Chatham to analyze. The Board Corner of the Co-operator this month has info about the upcoming survey and proposed bylaws changes. Directors discussed incentivizing the taking of the survey by raffling Co-op gift cards.

Motion to authorize the use of \$50 from the board budget to incentivize the taking of the survey.

Vote: 7.0.0

Annual Meeting Committee Update

Karen reported that the Committee is in the process of trying to arrange a meeting that involves six to seven people – it has been challenging to coordinate schedules. Maura said she would get back to the committee about when she, Kate and Elly are available.

Bylaws Committee Update

Zoë reported moving on to the next step, legal review, with Eric Davis. The committee meeting this month has not yet been scheduled.

Zoë asked to revisit the proposed bylaws revision the Board had agreed to about having a staff-voted staff seat on the board which was originally to have the one-year staff seat be one of the nine existing seats, which upon further reflection led to too many logistical complications. A section would have to be added regarding tie-breaking. It was clarified that having up to three staff members on the Board is possible; two being seated to full terms and voted on in the general election and one in the one-year optional seat voted on only by staff. Staff members will be asked for their input.

Motion to add tenth optional staff seat with a one-year term.

Vote: 7.0.0

Motion: If a consensus cannot be reached in any other way, the Director with the longest standing membership gets the tie-breaking vote.

Vote: 5.0.2

Bylaws Committee Charter Review

Zoë reviewed the bylaws charter.

Motion to approve bylaws committee charter.

Vote: 7.0.0

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Committees should bring their charter to the next board meeting.

Expansion Committee Update

Tom reported that the Committee will have a charter to present at the next board meeting. Charlie and the Finance Committee will look up becoming a 501(c)(3) as a possibility for the Co-op.

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, March 16th. Submissions to the next meeting packet are due to the Board Clerk via email on Monday, March 9th at 9:00 a.m.

Member-owners' Open Session.

Frank encouraged the Board to look more thoroughly at which Director has the longest standing membership, as it relates to tie-breaking. One's member number is not necessarily an indicator of how long one has been a member. Leslie could make sure the Board has accurate information.

Frank wondered what the membership would think about having a seat voted on by only staff. Zoë responded that a lot of members are concerned about the satisfaction of the staff but that we will find out in the upcoming bylaws meetings. Frank proposed having the full membership vote on the staff seat.

Elly reported that the next Member Mixer is Saturday, February 29th at 1:00, adding that it would be nice to have a board member present, and it is a good opportunity to recruit lay-members. Melanie and Tom plan to attend.

Adjournment

Decision: Charlie moved to adjourn the meeting at 9:26 p.m. Eva seconded the motion.

Vote: 7.0.0

Minutes respectfully submitted by MaCall Scott, Board Clerk.