

Adopted Minutes
East End Food Co-op Board Meeting
Remote Meeting via Cisco WebEx Meetings
August 17, 2020

In attendance:

Present Board Members: Sam Applefield, President; Laura Valentine, Secretary; Larry Meadows, Treasurer; Eva Barinas; Karen Bernard; Tom Pandaleon; O.E. Zelmanovich (Zoë).

Absent Board Members: Charlie Orr, Vice President.

General Manager: Maura Holliday.

Management Team: Erin Myers, IT; Kate Safin, Marketing & Member Services.

Member-Owners: Member-owners were able to view the live meeting and speak during the open session. Sections of the meeting when members were speaking were not recorded.

This meeting was held remotely, via Cisco WebEx Meetings.

Sam called the meeting to order at 7:04 p.m. Zoë read aloud the Ends statement. Directors and managers checked in to express how they were feeling coming into the meeting.

Amend/Approve Agenda

Sam proposed adding a section for scheduling and process questions after the Committee Updates.

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

Vote: 6.0.0

Member-Owners' Open Session

A member-owner in attendance stated that they had submitted an application to run for the Board and were present to observe how meetings are run.

Larry and Eva joined the meeting and checked in.

Amend/Approve July 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 motioned to approve the July minutes as amended. Laura seconded.

Vote: 7.0.0

General Manager Updates

- The Food Bucks spend-\$2-get-\$2 promotion has been extended through the end of August. Sales and redemptions are strong and customers are appreciative of the program. We are paying for a software upgrade in order to accept Food Bucks coupons over \$100.
- EEFC has submitted an application to receive a PA FFFI Grant (Pennsylvania Fresh Food Financing Initiative).
- EEFC has submitted an application for the COVID-19 PA Hazard Pay Grant – eligible employees (those that make less than \$20 per hour) would receive an extra \$3 per hour worked for 10 weeks.
- The annual 3rd party financial audit continues; auditors are on-site this week.
- Maura is having a “refresh” meeting with the URA (Urban Redevelopment Authority) to get them back in the expansion conversation.
- Tomorrow, August 18th, is a staff appreciation holiday. All staff members will receive 8 hours of paid time.

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- EEFC hired the Millie's ice cream truck to be on-site on August 26th, 12-2:00 p.m. to provide free ice cream for staff members. Board members are welcome to take part.
- A 3rd round of appreciation pay is coming out this week. All staff members will receive an additional \$2.22 per hour worked between June 1st and August 2nd, 2020.
- Maura thanked the Board for the thoughtful performance evaluation.
- Maura began Columinate's The Abolitionists Challenge on August 8th; this is a 6-month course around dismantling white supremacy. She expressed excitement to be going on this journey and working to increase her own knowledge and efforts on becoming anti-racist and helping to lead our Co-op in the same direction.
- Maura reached out to Inlusant to determine how we can begin a DEI (Diversity, Equity, Inclusion) training for Staff, Management, and the Board. The main objectives of their work are:
 - Creating inclusive processes and procedures with intention and deliberation
 - Greater visibility within local communities
 - Outreach to community about the value of membership
 - Diversifying staff

Questions/Comments

- Zoë thanked department managers for giving very helpful feedback for Maura's evaluation.
- Is the Food Bucks program available in other grocery stores?
 - We are the largest grocery store offering the program – it's mostly available at Farmers' Markets.
 - Soon there will be an addition to the program that allows people with Medicaid to be prescribed healthy foods. One would not have to have SNAP benefits to participate.
- When can we expect to hear back about the grants we applied for?
 - Maura said that we will be notified, but no timeframe was given.

Update on B3 Report

Maura reported that the wheels have been set in motion to move funds from the Co-op's operational checking account into other accounts, but is not complete due to the time and effort going into the financial audit and grant applications. An update will be provided at the September board meeting.

B4 – Member Rights and Responsibilities

Maura changed some of the formatting to make this report more readable, but otherwise had no preamble.

Questions/Comments

- How many copies of The Co-operator have we been printing during the pandemic?
 - Kate answered that we used to print 750; due to pandemic-related reduced foot traffic we are printing 500.
- In 2019, 55 member-owners attended the Annual Meeting and there were 205 ballots cast in the election; it would be great to figure out how to make communications more effective and get those numbers up.
 - We have a pretty good e-news open rate. What's happening that we get a good open rate but not a higher level of participation?
 - Tom gave some history of past elections, highlighting that when there was a group of members that was very actively campaigning outside of the store and members went right into the store and voted, there was a higher level of participation.

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- Kate concurred: the low numbers show passive communication. When there is a compelling call to action and personal connections are made, it makes a big difference. She added they are trying to figure out how to get more personality behind the current communications with members.
- Is our percent of sales to members comparable to other co-ops?
 - Maura thought our percentage was higher than others, but not too high. Somewhere in the 40% range is average - ours is sitting at 58.38% for January-July 2020.
- In the Interpretation section of B4.5 (*The GM will not: make a major (subject to interpretation) change without providing substantive opportunities for member feedback*), “special meetings” should be included in the ways to communicate.
- Laura reported that the Board received an email from a member who had many concerns about how grocery stores in general are handling things; they were, however, complimentary of the Co-op’s operations.

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

Vote: 7.0.0

Finance Committee Update

Larry reported no new updates. A draft board budget was included with the packet. When the Committee met with Shawn, they discussed how much detail was needed in the board budget; at Shawn’s level, there are five or six line items and they decided to leave it as is. The Board needs to decide if anything will be different in the upcoming year; expansion is a factor, but how much of that is going to affect the board budget?

Comments

- Because we are going to stop mailers and go digital, assuming the bylaws changes pass, we’ll need more money for sending a final direct mailer to member-owners letting them know of the change.
- It’s best for the Board to be as specific as possible on their budget. “Specificity drives the Board’s work.” It is preferable to have detail over broad categories.
 - Larry commented that the Board can break the budget into subcategories, but at Shawn’s level it’s still going to be 5 or 6 line items.

Sam agreed to add this topic as an action item; it can be discussed further at a working meeting. Directors can comment on the proposed budget and email Charlie as needed.

Board Perpetuation and Elections (BPE) Committee Update

Tom reported that the candidate packet has been finalized and sent out and that he submitted an article for the next newsletter. A time sensitive task that needs to be done is to do a recorded visual interview with current directors. Kate commented that they are on schedule, and added that while there is one candidate so far, members generally declare candidacy toward the end of the application period.

Directors discussed whether the proposed bylaws change related to the number of staff seats on the Board should go into effect as soon as the votes are counted this year or during the election next year. After much deliberation, the decision reached was that seating of this election should be based on the existing bylaws, with one seat available to staff members, and that the new bylaws go into effect after the seating of the new directors.

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Decision: The board member election will be counted first. The outcome of the bylaws vote will not affect the seating of the new board members. Motioned by Laura and amended by Sam. Seconded by Larry.

Vote: 4.3.0

Member-Owner Participation (MOP) Committee Update

Faith spoke about drafting communications to members, noting that the Committee thinks it's more worthwhile to talk about upcoming meetings with members than past meetings. They will be connecting with Kate to send the messages out and to establish due dates for future communications. Faith requested access to the Board's governance calendar, which Directors agreed to.

Annual Meeting Committee Update

Eva reported that the Committee is getting a feel for what it will be like to hold the meeting online rather than in person. Tom wondered if dates should be set for formalizing plans. Eva said that a timeline for when communications should go out is in place.

Bylaws Committee Update

Zoë reported that the proposed bylaws changes have been finalized and sent to Kate.

Expansion Committee Update

Directors and Maura discussed the development of an RFP (Request for Proposal) process. Further discussion will occur in Executive Session.

Decision: Motion by Tom to authorize the Board to enter into a contract with the NCG Development Co-op for \$18,000 for expansion related work including developing a financial pro forma. Seconded by Laura.

Vote: 6.0.1

Resilience Committee Update

In Charlie's absence no update was given.

Scheduling and Process Discussion

Directors agreed that it was acceptable to have the working board meeting on Labor Day.

Going forward the GM Update from Maura will be included in the packet. Maura wondered if the Board could ask questions about the report(s) ahead of the meeting so that she can be prepared with answers. The deadline could be Sunday evening before the meeting and questions could still be asked in the meeting. Sam thought this may take some trial-and-error, but would be worth trying.

Sam asked for thoughts about the idea of submitting committee updates ahead of the board meeting.

Comments

- This shouldn't be a substitute for discussion. We don't want to get to a place where we're not having a conversation at the meeting, and we tell members to just read the packet.
- We don't want to have committees drop off the radar.
- If there is a topic that requires substantive conversation, there should be something included in the packet and time should be dedicated to it on the agenda.

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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, September 21st. Reports, agendas, and packet submissions are due to the Board Clerk via email on Monday, September 14th at 9:00 a.m.

Adjournment

Decision: Tom moved to adjourn the meeting at 9:20 p.m. Laura seconded the motion.

Vote: 5.0.2

Executive Session:

The Board entered into Executive Session at 9:20 p.m. for a brief discussion about options for different expansion sites. The Board voted unanimously to adjourn at 9:42 p.m.

Minutes respectfully submitted by MaCall Scott, Board Clerk.