

Adopted Minutes
East End Food Co-op Board Meeting
Remote Meeting via Cisco WebEx Meetings
November 16, 2020

In attendance:

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

General Manager: Maura Holliday.

Management Team: Tyler Kulp, Produce.

Member-Owners: Ariel Barlow, Andy Mowrey, Marty Seltman, Marshall Waddell.

This meeting was held remotely, via Cisco WebEx Meetings.

Sam called the meeting to order at approximately 7:00 p.m. Laura read aloud the Ends statement. Those in attendance checked in to express how they were feeling coming into the meeting.

Amend/Approve Agenda

Directors agreed that an Executive Session was not necessary.

Decision: Charlie moved to accept the agenda. Eva seconded the motion.

Vote: 8.0.0

Member-Owners' Open Session

Andy Mowry gave thanks to Zoe for serving on the Board, and wished that more of the board candidates were in attendance. Ariel Barlow and Marty Seltman said they were present to observe the meeting.

Amend/Approve October Meeting Minutes

Directors reviewed the draft minutes from the October 19th board meeting and made corrections for grammar and clarity as reflected in the adopted minutes.

Decision: Motion to accept the October minutes as amended by Tom. Seconded by Charlie.

Vote: 8.0.0

General Manager Updates

The following update from Maura was provided to Directors prior to the meeting:

- DEI survey was sent out on 11/2 to all staff and board members. Due by 11/13, Inclusion will likely have results from the survey around 11/20/20. A second survey will be sent to the incoming board members once they have been elected to their seats in December.
- Beekeeper is rolling out, started with managers, supervisors, and Produce team as a start. So far so good – remainder of staff will be added in the next 1-2 weeks.
- 1QFY21 – quarterly loss of ~\$16k. There are a few factors contributing to this loss: 2 closures, one was a planned staff holiday, the other was due to the Power Outage on 8/28 and subsequent sales loss due to the inventory that was lost from the power outage. Increased expenses from hazard pay, store supplies, and security guards are the year-over-year operating expenses that contributed to the loss as well. A more thorough explanation of Q1 will be in the B-1 for December's board meeting and reporting.
- Expansion update – financial pro forma work is underway, first draft is under review, should have a more final draft before or the week of the November board meeting.

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- Food Bucks Rx is installed and ready to go – FE and Erin have been testing it for bugs – will be rolling out to customers in the coming weeks.
- Member drive resulted in 50 new co-op members
- We hosted a Staff appreciation meal on 11/3 with food from Salem’s. Staff were very appreciative and enjoyed the meal.
- Turkey orders and Café Thanksgiving Pre-orders are up and running – we are offering curbside pick-up and pre-pay options for both of these orders. We have 75 locally raised turkeys this year from Redemption Farm in Fredericktown, PA. There will be a rented refrigerated truck to hold everything and reduce folks time in the store if they choose the curbside/pre-pay option.
- E-commerce is picking up in volume again
- Special Orders are being expanded: will be able to place up to 5 orders at a time and we are lifting product/category restrictions (i.e., paper products, etc. can be ordered)
- Now through the end of December we have a donation barrel in the front entrance for food donations to the Food Bank.

Updates, Questions, Comments

- What is the difference between Food Bucks and Food Bucks Rx?
 - Food Bucks Rx is for Medicaid and Medicare recipients; their doctor can prescribe them in \$10 increments.
- How do the 50 new members during the most recent member drive compare to previous years?
 - It’s a lower number than usual; the campaign usually brings in around 75 new members.
- We’ve sold out of almost all of the turkeys, with the exception of about 25 local birds. As predicted, we quickly sold out of the smaller turkeys and turkey breasts. We will work with local farmers to try to get more smaller turkeys for next year.
- Are there any updates regarding a Café renovation?
 - First, we are working on revamping the production schedule. Hopefully after the holidays we will have more updates to look forward to.
- Are there any updates regarding the cheese island?
 - It’s supposed to be fixed, but is still leaking from the same spots. We’re trying to go to the manufacturer.
- Is it true that the Inclusant survey is still active and that a lot of staff haven’t completed it yet?
 - Maura is hoping to get an update from Inclusant and send out a reminder email to the staff and board.
- Is the Food Rx program for people that are receiving both Medicare and Medicaid?
 - Maura believes it is for people who receive Medicare or Medicaid or even SNAP.
 - Laura encouraged reaching out to the Food Trust to learn more about the program.

Annual Meeting Reflections

Sam started by apologizing for the technical difficulties that happened at the beginning of the meeting. Directors went in a round to share their thoughts. Some comments are as follows:

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- It went pretty well, especially for doing a new thing. The agenda worked and people seemed engaged. I had fun in the breakout group. I was surprised that it seemed people didn't watch the videos ahead of time.
- Any time you have a meeting like this you're going to have some kind of snafu. It went smoothly and I'm glad we were able to make it work this year.
- It met my expectations. I thought we'd have more people in attendance. I had fun in our breakout group. I'm glad that it happened and am curious if we are going to share the recordings.
 - Sam thinks the plan is to share it and will follow up with Kate.
- All things considered it went well; it was nice that we could still gather and hope that next year we can gather in person.
- It was a difficult task; a lot of good work was done. It was just disappointing to have so few participants. I think people are burned out on meeting online. This was a meeting to be endured, in some ways – that is no reflection on the planning or execution of the meeting. I hope we can do a more timely follow up of the meeting at a committee level, while it's still fresh.
- The numbers may have been fewer than expected because the link from the original Annual Meeting email invitation didn't work. The breakout sessions were a great idea.
- Do we need to have written minutes or will the video recording suffice?
 - Zoe thought that since there wasn't any significant business before the Board, it wouldn't be necessary. The rest of the Board was in agreement.
- Will there be a printed annual report?
 - Yes, it will be available at the store but is not there yet; the digital copy is already on the website.
- I was really impressed with all of the candidates – they did a great job!

RFP and Supplier Diversity Policies

The board has been working for more than a year on developing new policies to meet our goals around diversity, equity, and inclusion. This language was finalized by the board at our last working meeting.

The proposed policies are as follows:

The GM will not create plans or budgets that:

B2.6 Fail to follow applicable supplier-diversity best practices throughout the purchasing process.

B2.7 Fail to solicit bids via a Request for Proposals (RFPs) for qualifying expenses.

Statement of Purpose & Board Intentions regarding B2.6:

The East End Food Co-op is developing a supplier diversity program in pursuit of its ends. We aim, through this program, to support local businesses, to provide opportunity to our neighbors in an equitable fashion, and to provide a model for other sustainable, equitable businesses.

The Board intends to create an understanding between Board and Management that the East End Food Coop is an organization that counters structural inequalities through both policy and operational decisions. We understand these structural inequalities to be damaging to a community of happy, healthy people, and to be damaging to the creation of an ethical and resilient food

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system. We intend to actively pursue best practices that reduce structural inequalities in our purchasing. We acknowledge that many aspects are outside our area of direct effect, but intend to affect what we can, and create a model for others to follow.

Statement of Board intentions regarding B2.7:

The East End Food Coop, in pursuit of its stated end of creating an ethical and resilient food infrastructure, has instituted a supplier-diversity targeted strategy for Request for Proposals (RFPs). The formal RFP process is intended by the Board to contribute to the Supplier Diversity Best Practices instituted under Policy B2.6, and to increase financial transparency to member-owners and in the case of audit.

Questions or comments:

Thanks to Laura and Larry for making this happen. Maura will present her interpretations at the next working meeting to make sure we are all on the same page. This will be formally reported on for the first time about mid-way through next year.

Decision: Motion to adopt policies B2.6 and B2.7 by Larry. Seconded by Laura.

Vote: 7.0.1

Board Self-Evaluation and Goals Survey Discussion

Tom went through the survey summary, which is attached to these minutes, and highlighted some of the significant changes between the results of this evaluation compared to those of May 2020 and November 2019.

Directors discussed goals around alignment between the operational business plan and the board's long-term visioning. To summarize, having more strategic direction from the Board would be helpful in putting together the business plan. The Board is interested in having those conversations as well and will continue the conversation with Maura to figure out what the process and timing for strategic planning should be.

Finance Committee Update

There were no updates from Larry. Charlie noted that a Committee meeting will need to happen before the B1 report in December.

Board Perpetuation and Elections (BPE) Committee Update

Tom has been trying to locate and pull together resources for the onboarding of new directors. He's hoping for a Committee meeting in the next week or two. Onboarding should occur in mid-December; the retreat should happen in mid-late January.

Sam asked for volunteers to count paper ballots on November 30th; Zoe, Laura, Charlie, and Tom volunteered. Logistical detail will be sorted out offline. The Board's working meeting will be held on December 7th.

Member-Owner Participation (MOP) Committee Update

There were no updates from Tom, Karen, or Faith.

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Annual Meeting Committee Update

Sam will schedule a time for a debriefing meeting.

Bylaws Committee Update

Zoe reported that 35 people have voted on the bylaws changes so far, and expressed concern because one of the new bylaws will require a quorum of 150 participants for future votes to pass. Next steps: assuming the proposed changes pass, Zoe will compile a final version of the updated bylaws; members need to know what the new bylaws say; if the staff seat is approved, processes and procedures will need to be put into place. Zoe is willing to be a lay-member of the Bylaws Committee if someone on the Board will step up to be the Chair.

Tom wondered if there was anything to be done to encourage members to vote for the bylaw changes, and will discuss it further with Kate.

Expansion Committee Update

The Committee had a recent meeting; Maura updated them on the process and work being done so far. There was a brief discussion at the Annual Meeting on the process of expansion. More specificity on the pro forma is anticipated in the near-term, and then the Board will be asked to vote on whether to move forward on the site currently under consideration. The next Committee meeting will be some time in December. Maura added that the pro forma is expected after Thanksgiving at the earliest.

Resilience Committee Update

Charlie said that at this point the Committee is composed of himself and Karen. He'd like to have a meeting in December to introduce the Committee to new directors. Karen is interested in staying on as a lay-member. Laura reported that it has been a struggle to attend meetings because they aren't on a set schedule. Charlie countered that having structured meeting times excludes some participants. Discussion will continue after new directors are seated.

Action Item Follow-up & Discussion

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

Closings

The next working meeting will be Monday, December 7th. The next board meeting is scheduled for Monday, December 21st. Reports, agendas, and packet submissions are due to the Board Clerk via email on Monday, December 14th at 9:00 a.m.

Adjournment

Decision: Tom moved to adjourn the meeting. Charlie seconded the motion.

Vote: 7.0.1

Minutes respectfully submitted by MaCall Scott, Board Clerk.

EEFC Board Self-Monitoring

Response scale:
 1 = strongly disagree
 2 = disagree
 3 = neutral
 4 = agree
 5 = strongly agree

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Note: goals of the board self-evaluation are (1) to help the board reflect upon and renew its ability to effectively fulfill its intended role, and (2) to report on our performance to the membership

MEMBERSHIP ACCOUNTABILITY, GOVERNANCE														
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Range	Discrepancy	Average	May 2020 Averages	Nov. 2019 Averages
1	3	4	3	4	4	5	5	4	-	3-5	2	4.00	4.13	4.14
2	2	4	2	3	4	4	4	4	-	2-4	2	3.38	3.50	3.71
3	2	4	2	4	4	2	3	4	-	2-4	2	3.13	3.88	3.57
4	4	5	3	5	4	4	5	5	-	3-5	2	4.38	4.75	4.86
5	2	3	2	3	4	3	3	5	-	2-5	3	3.13	3.88	3.71
6	1	3	3	3	4	4	3	4	-	1-4	3	3.13	3.13	2.57
CATEGORY AVERAGE												3.52	3.88	3.76

COMMENTS												
We need to hire a third party to update our contact list and help improve in this area.												
Better than ever. More could be done on committee recruitment. We should have a member-labor discussion.												

BOARD/MANAGEMENT RELATIONS														
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Range	Discrepancy	Average	May 2020 Averages	Nov. 2019 Averages
7	4	5	4	5	4	4	5	4	-	4-5	1	4.38	4.00	4.29
8	4	5	5	5	4	5	5	5	-	4-5	1	4.75	4.50	4.71
9	3	5	4	5	4	4	5	4	-	3-5	2	4.25	3.75	3.43
10	2	5	4	5	4	4	5	5	-	2-5	3	4.25	3.13	3.14
11	4	5	4	5	4	4	4	5	-	4-5	1	4.38	3.75	3.86
12	5	3	3	5	4	3	4	4	-	3-5	2	3.88	4.00	4.43
CATEGORY AVERAGE												4.31	3.86	3.98

COMMENTS												
The Board needs annual training on Corporate Governance and a clear delineation between Board Governance and Operations.												
This is a big improvement over last time!												
The relationship feels strong to me. Expansion will be challenging.												

INDIVIDUAL DIRECTORS														
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Range	Discrepancy	Average	May 2020 Averages	Nov. 2019 Averages
13	5	5	3	5	4	4	5	4	-	3-5	2	4.38	4.25	4.43
14	5	4	4	3	5	5	5	4	-	3-5	2	4.38	4.25	4.00
15	3	5	4	3	4	5	5	5	-	3-5	2	4.25	3.88	4.29
16	5	5	4	2	4	4	5	5	-	2-5	3	4.25	4.38	4.00
17	2	5	5	5	4	4	5	4	-	2-5	3	4.25	4.25	3.86
18	3	5	3	4	4	2	5	4	-	2-5	3	3.75	3.88	4.29
19	4	5	3	5	4	3	5	4	-	3-5	2	4.13	4.25	3.71
20	5	5	4	5	4	4	4	5	-	4-5	1	4.50	4.25	3.86
CATEGORY AVERAGE												4.23	4.17	4.06

COMMENTS												
Often the same people talk without an effort to include everyone.												

BOARD LEADERSHIP		Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Range	Discrepancy	Average	May 2020 Averages	Nov. 2019 Averages
21	The board president effectively organizes meetings.	4	4	4	5	5	5	4	5	-	4-5	1	4.50	4.63	4.57
22	The board president effectively encourages all board members to participate.	5	3	4	2	5	3	4	4	-	2-5	3	3.75	4.13	3.86
23	An appropriate written code of conduct for the board has been established.	4	4	4	4	4	4	4	4	-	4	0	4.00	4.13	4.00
24	The executive committee and committee chair roles are filled competently.	3	3	2	4	5	4	4	4	-	2-5	3	3.63	4.25	3.86
CATEGORY AVERAGE													3.97	4.29	4.07

COMMENTS
Board turnover negatively affects Committee leadership and continuity.

BOARD ORGANIZATION AND MEETINGS		Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Range	Discrepancy	Average	May 2020 Averages	Nov. 2019 Averages
25	An annual calendar of board activities and key decisions is established and followed.	5	4	4	5	5	5	4	4	-	4-5	1	4.50	4.50	4.86
26	Meeting packets include written agendas and all relevant materials.	5	5	5	5	5	5	5	5	-	5	0	5.00	5.00	5.00
27	Meeting information is supplied to the board in a timely manner.	4	5	5	5	5	5	5	5	-	4-5	1	4.88	5.00	5.00
28	Board meeting information packets contain an appropriate level of detail.	5	5	5	4	5	5	5	5	-	4-5	1	4.88	4.88	4.71
29	Board meetings are the right length and frequency, and generally accomplish what needs to be done.	3	3	1	4	4	4	4	3	-	1-4	3	3.25	3.63	3.43
30	Board discussions allow for all views to be aired and deliberated thoroughly and respectfully.	4	5	3	3	4	3	3	3	-	3-5	2	3.50	3.50	4.00
CATEGORY AVERAGE													4.33	4.42	4.50

COMMENTS
The Board needs to adopt Roberts Rules of Order to be more effective in the monthly meetings. Meetings regularly exceed 3 hours and sometimes end after 10pm. This alone can chase Board members away.
I think we have improved on our tendency for all meetings to run 3 hours or longer.
We often decide something, then loop back around and revisit the decision over and over. This is very frustrating and wastes time.

BOARD PERFORMANCE		Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Range	Discrepancy	Average	May 2020 Averages	Nov. 2019 Averages
31	New board members are adequately oriented to the Co-op and their role.	3	4	3	4	4	4	4	4	-	3-4	1	3.75	3.63	3.43
32	Board members are comfortable with each other and work well together.	3	4	2	2	4	3	3	3	-	2-4	2	3.00	3.25	4.00
33	The board understands and utilizes Policy Governance.	3	5	4	5	4	4	4	4	-	3-5	2	4.13	3.88	3.57
34	The board regularly evaluates its direction, goals, effectiveness, and accomplishments.	3	3	3	2	4	4	3	5	-	2-5	3	3.38	3.13	3.43
35	The board has made significant progress toward accomplishing its annual goals, as determined at the onset of the year and at its annual retreat.	3	4	3	4	4	4	4	4	-	3-4	1	3.75	3.25	4.00
36	Board committees are effective at reporting to the board and accomplishing their assigned responsibilities in a timely manner.	3	4	2	4	3	5	2	4	-	2-5	3	3.38	3.88	3.71
37	The board participates in training and leadership development opportunities.	2	1	3	2	3	3	2	3	-	1-3	2	2.38	2.00	2.43
38	Each member of the board contributes value to the board's work.	4	3	4	3	4	5	4	4	-	3-5	2	3.88	4.13	3.43
39	Board members receive feedback on their work and are supported in growing their skills.	3	2	2	1	3	3	2	3	-	1-3	2	2.38	2.75	2.00
40	Board members fulfill the terms for which they are elected.	2	3	3	1	2	4	3	2	-	1-4	3	2.50	3.00	2.71
41	The board adequately and effectively supports the GM in fulfilling expectations and responsibilities.	4	5	4	5	4	3	4	4	-	3-5	2	4.13	3.88	4.00
CATEGORY AVERAGE													3.33	3.34	3.34

Comments:
Board members should be encouraged to attend more professional development opportunities. The Board would benefit from having a professional parliamentarian. The Board would benefit from establishing a formal GM evaluation process.
Our committee structure seems to have broken down somewhat this year.

BUSINESS OVERVIEW		Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Range	Discrepancy	Average	May 2020 Averages	Nov. 2019 Averages
42	The board ensures that capital and operating budgets are established annually and in a timely fashion.	4	5	3	5	4	5	5	3	-	3-5	2	4.25	4.13	4.00
43	All board members are able to read financial statements and understand basic trends.	2	4	2	3	4	4	4	4	-	2-4	2	3.38	3.50	2.29
44	The board regularly monitors EEFC's financial health through policy monitoring reports and financial statements.	4	5	4	5	4	4	5	5	-	4-5	1	4.50	4.63	4.71
CATEGORY AVERAGE													4.04	4.09	3.67

COMMENTS

PLANNING		Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Range	Discrepancy	Average	May 2020 Averages	Nov. 2019 Averages
45	Board decisions are made consistent with the the Co-op's purpose, values, goals and objectives.	2	5	3	4	4	4	4	4	-	2-5	3	3.75	4.00	4.00
46	Each director has an understanding of the market forces affecting the Co-op.	3	4	2	3	4	4	4	3	-	2-4	2	3.38	3.13	3.00
47	Each director has an understanding of the cooperative business structure, and the goals/characteristics of the cooperative movement.	3	4	3	2	3	4	3	4	-	2-4	2	3.25	3.75	3.71
48	The board monitors operational and organizational performance against goals, budgets and/or key indicators.	4	5	4	5	4	3	5	4	-	3-5	2	4.25	4.25	3.71
49	The board holds planning/visions discussions to relate EEFC's ends to its current and future role in the Pittsburgh community and in society at large, and to discussing other issues relevant to the cooperative movement.	2	2	2	1	3	3	3	4	-	1-4	3	2.50	3.00	3.14
CATEGORY AVERAGE													3.43	3.63	3.51

COMMENTS	
EEFC can establish itself itself as a leader if it wants to. That will take a commitment to change, equity, diversity and inclusion at every level of the organization. We are not there yet, but I am hopeful.	
We have a tendency to get drawn into discussions about the details, and that takes time away from the opportunity to do bigger picture planning and visioning.	