

Adopted Minutes
East End Food Co-op Board Meeting
Held Remotely via Cisco WebEx
May 16, 2022

In attendance:

Board Members: Ariel Barlow, President; Tom Pandaleon, Vice President; Mia Sorada, Treasurer; Laura Valentine, Secretary; Brian Alderman; Jenise Brown; Debi Johnson; Trevor Ring; Marty Seltman

Management: Tyler Kulp, Produce; Shawn McCullough, Finance; Amber Pertz, Café

Member-Owners: Gage, Phillip Spina

Board Clerk: MaCall Scott

Absent Board Members: Megan Moffitt

Introduction

Ariel called the meeting to order at 7:02 p.m. and read the Ends Statement aloud.

The East End Food Co-op exists to enhance physical and social health in our community.

To these ends, we will create:

1. A sustainable member-owned business open to everyone
2. An ethical and resilient food infrastructure
3. A vibrant, dynamic community of happy, healthy people
4. A creative vision to transform the future

Check-In

Those in attendance checked in to express their feelings and any needs.

Amend/Approve Agenda

Move the B5 report to June.

Decision: Motion to approve the agenda as amended by Ariel. Second from Laura.

Vote: 9.0.0

Amend/Approve April Meeting Minutes

Decision: Motion to approve the March meeting minutes as amended by Marty. Second from Laura.

Vote: 9.0.0

Member-Owners Open Session

Phillip Spina asked for clarification on the Co-op's mask policy.

GM Update

Maura provided the following update to the Directors before the meeting:

This report is in addition to monthly monitoring reports. The expectation of this update is to give additional information to the Board of Directors that may not be included in the month's monitoring report. This report aligns with parts of sub-policy B7: Communication to the Board.... 'The General Manager shall not cause or allow the Board to be uninformed or unsupported in its work.'

Membership:

Current total member-owners: 15,676

New member-owners: April – 84 (4 refunds)

Total member equity: \$1,578,391

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Register Round Up Total:

April recipient: Environmental Health Project - \$993.92

May recipient: <https://bloomfieldpgh.org/>

Operations Update:

- April Member Drive added 29 new members!
- We have been asked by a local production company to be a location for a local cooking show called “Plate it, Pittsburgh!”. Filming is tentatively planned for July, but it may be in June if their schedule allows. <https://www.verylocal.com/plate-it-pittsburgh/>
- We hosted another hiring event; however, the weather did not cooperate (it snowed!), and Meade Street from the store to S. Braddock was shut down for paving and repairs!
- No changes have been made to the mask policy just yet; we have a meeting scheduled on May 11 with UE officers and members to discuss possible changes. Five staff members tested positive for COVID-19 between 4/27 and 5/11; no staff who had close work contact with any of these individuals tested positive.
- NCG’s HR Conference is May 16-18.
- Up & Coming Conference in Wisconsin is May 19-21.
- We had our initial site visit, which initiated our waste audit with PRC. The audit is scheduled for the first week in August.
- The 2022 Farm Tour date is set for September 17!
- We have begun signing up for outreach events again:
 - VegFest 2022, Run Around the Square, and Hometown Homegrown
- Summer/Fall Event Series is coming together
 - The first event is in July – Composting!
- We had a five-person relay team in the Pittsburgh Marathon!
- The free staff massages offered by one of our Community Partners have been scheduled for the second and third weeks of May.
- The seasons are changing, and our staff breakroom has officially transitioned to summer mode with its air conditioner installed.

Updates/Questions/Comments

- Idea: put a survey out to members asking what it would take to entice them to work at the Co-op.

Management Report

Amber and Tyler reported on current happenings in their departments.

Updates/Questions/Comments

- Have we filled the Cheese Buyer position?
 - Not yet. We had a strong candidate from the Hiring Event, but they accepted a position elsewhere. With Maura’s help, we have posted the position with the American Cheese Society.
- It seems that we may start seeing an operational impact due to difficulty in hiring. What’s the thinking on how to get through this?
 - We’ve dealt with it on and off through the pandemic; many people don’t want to work in retail. If it got direr, we would have different conversations. We are adapting as needed. Historically we have around 80 employees; now, we have about 76, so we’re only about four people down. We’re also heading into summer, which is a slower season.
- How have trucking and transportation been for Produce?

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- Deliveries have been arriving on time. The costs are going up dramatically and quickly due to gas prices; Produce is updating its prices about three times per week. Hopefully, soon we'll see lower costs and higher quality.
- Will we be able to go back to bulk bins for things like brussels sprouts, green beans, and mushrooms?
 - The benefits of bagging those items have outweighed the downsides: less food waste, a cleaner shopping experience, higher sales, and less cross-contamination. We are using a high-quality, reusable zip-top bag; for now, we'll stick with it.

B10 - Environment

The Policy Register states: "The General Manager shall not fail to take reasonable measures to ensure that the Co-op activities and practices minimize the Co-op's negative impact, and maximize the Co-op's positive impact, on the environment."

Maura's preamble was that there weren't many changes noted in this report from last year. It was great to see our waste reduction in compost and glass recycling go back to pre-pandemic levels. We are glad to have scheduled a waste audit with Pittsburgh Resources Council (PRC); we look forward to seeing what we can do with their recommendations for our space.

Comments/Questions:

- What's the most difficult metric to work on in this report?
 - Maura would love to see our compost reporting change. The chart of energy-saving measures – some things are impossible to change because of our space, which is frustrating. Having the upcoming waste audit will help re-focus our efforts.
- What can we do in Bulk to encourage customers to bring their containers rather than using plastic ones? What if we give a glass jar credit?
 - We have discussed having a fee for plastic containers, but we don't want to introduce any barriers to accessing healthy foods. It's worth exploring giving discounts to those bringing their containers from home. In a larger space, we'd like to have an exchange where we can wash reusable containers on-site.
- What can we do as a Board to give more support or resources to pursue these endeavors?
 - At this point, it's trying to determine the new baseline and recommendations from a third party (PRC). We can't do these environmental aspects without having the grocery store, the people, and the money to support them.
- Idea: take a piece of our budget to buy glass jars for those that can't afford them.

Decision: Brian motioned to accept the B10 report as compliant. Second from Mia.

Vote: 9.0.0

The Board completed the GM Monitoring Matrix, highlighting strengths and opportunities.

Committee Updates:

Resilience

The Committee met last month in Westinghouse Park. They have decided to pause the resilience scenarios and instead focus on the micro-grid and energy-dependent work. There are two streams of ongoing work: the first is a value proposition regarding energy dependency as it relates to expansion, and the second is talking to some consultants about designing a micro-grid with the possibility of making it a more extensive system with community integration.

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Finance

The Committee met last Friday and discussed the budget cycle and setting policies for the finances, knowing that expansion is coming. For the rest of this month and in June, the Committee will draft the Board budget and present it to the working meeting on June 6 for a vote on June 20. Shawn is putting together the Co-op's budget and will circulate it the week of July 4; Mia plans to set a meeting for the end of that week, with invitations extended to the entire Board.

There were two asks from Directors regarding the budget:

- Marty asked about compensation for members participating on Board committees. That remuneration would come from the Board budget. Maura and Shawn will need a few more pieces of information to determine the dollar amount.
- Trevor asked about the budget for the Annual Meeting. Back in 2020, there was supposed to be a 40th-anniversary party planned that was canceled because of COVID. Mia will find that budget plan, send it to Trevor to see if it's the scale he's looking for, and then send it to Shawn for review and approval.

Ariel will have a board stipend proposal ready in the next week.

Board Perpetuation and Elections (BP&E)

At their last meeting, the Committee discussed the election from a marketing perspective. Debi sent out a survey to the Board to gauge what would be good messaging for the election. They would like to table outside the store to drum up interest in committees and running for the Board. They would also like to have an outdoor meet and greet.

Member-Owner Participation (MOP)

Marty sent a summary of the MOP meeting to the Directors. They spent much time discussing how to get more members engaged in committee work. Letting members know there is compensation for participation may help increase interest. The proposal is to give \$50 on a Co-op gift card if one attends at least half of the committee meetings in six months. A vote was taken in the December 2021 working meeting to approve compensating members participants; however, the vote needed to happen in a public meeting. The Board would like to vote on the decision to compensate members and sort out the operational particulars later.

Shawn requested a document outlining the "who, what, when, where, why, and how much?" of the proposal. Maura added that this is a Board initiative, not an operational one; if the Board wants to do this, they need to provide an idea of how much this is going to cost, how are we giving this compensation to the individuals, and how is the information being delivered to operations?

Marty will collect the number of members participating in Board Committees, acknowledging that a cushion should be added for inclusion in the FY22-23 Board Budget.

There were no objections from Directors to the agreement to compensate members participating in Board Committees.

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Annual Meeting

Trevor sent a synopsis of the meeting to Directors: the Committee decided to separate the Annual Meeting from the Annual Report and received Maura’s support. They would like to have a festival outdoors in September to bring the community together and spark interest in the open Board and Committee seats. Tom shared that the Bylaws state: “A membership meeting shall be held during the first half of the fiscal year, at a time and place to be determined by the Board. The purpose of such meetings shall be to hear reports on operations and finances, receive a written annual report which includes a balance sheet and income statement, to meet Board candidates (and then to have the election cycle close within a reasonable amount of time after the meeting), to review policy issues that vitally affect EEFC, and to transact such other business as may come before the meeting.”

Given that information, Trevor is considering doing two events: one larger festival-type event and a smaller Annual Meeting to comply with the Bylaws.

Debi, Mia, and Trevor will meet in the next week to come up with a proposal.

Policy and Governance

The draft governance calendar for the next fiscal year is ready for review. They asked that Committee Chairs check their information/dates for accuracy. Laura attended the Finance Committee meeting to talk about policy changes that will be needed for expansion. One shift will be moving away from net income as a measure for EBITDAP.

Capital Campaign

During the meeting on May 12, the Committee was introduced by Fran (the Co-op’s Project Manager) to the “Maura avatar,” which will be used in communications and marketing related to the Capital Campaign. They had a Q&A about how equity, donations, and grants work. To receive donations and grants on a tax-exempt basis, it has been recommended that we engage a Fiscal Agent with the Cooperative Development Fund; the agent would receive the funds on our behalf so we can accept them. Without that structure, we will rely solely on raising equity with preferred shares. At the June 20 public meeting, we will vote on using a Fiscal Agent.

Action Items

#	Description	Person Responsible
181	Discuss what it looks like to have in-person or hybrid board meetings	All
182	Explore how to support the Board staff seat election process	All
184	Brainstorm what it looks like to put a call out to members to join committees	Marty
185	Make an effort to attend Capital Campaign meetings on the 2nd Thursday of every month	Capital Campaign Committee members
186	Think about which reports can be delegated to which committees	All
187	In the next working meeting, do an exercise identifying where the current metrics fall on two axes and see if there are any metrics we’re not currently measuring. The ideal outcome is to identify easy to get and meaningful metrics.	All
188	Create minutes or a summary from committee meetings and share them out	Committee Chairs

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189	Create a calendar for the next six months; Laura will share a draft governance calendar this week.	Committee Chairs
190	Look at what the GM evaluation and compensation procedure looks like for this year	Ariel and Tom
191	Find a space to continue the discussion around delegating leg-work at the committee level	Ariel and Tom
192	Explore what it looks like to do a possible retreat at Three Otters	Ariel and Tom
193	Draft a response to manager feedback that the Board received	Tom
194	Send out the newsletter, which has a questionnaire about the Board's anti-racism training and a questionnaire regarding Board stipends	Ariel

Closing

Next Meeting: Monday, June 20, 2022

Packet submission due: Monday, June 13, 2022

Decision: Motion to adjourn the meeting at 9:15 p.m. by Tom. Second by Laura.

Vote: 9.0.0

The Board entered Executive Session to discuss expansion updates with the General Manager.

Minutes respectfully submitted by MaCall Scott, Board Clerk.