



EFC Board of Directors Meeting
February 13, 2023, 6:02-7:15 pm
Hybrid

Directors Present: Amanda Degener, Seth Kuhl-Stennes, Kristel Porter *joined at 6:43 pm; **via Teams:** Therese Genis, Smita Dolan, Desirée Olson, Joleen Baker, Samantha Bailey, Sadie Paschke *joined at 6:13 pm

Directors Absent: N/A

Staff Present: Michelle Spangler; John Lacaria, Anne Gazola, Tucker Gerrick

Guests Present: Joshua Youngblood *joined at 7:00 pm **via Teams**

Call To Order:

Amanda Degener, Board President, called the meeting to order at 6:02 pm.

Owner Comment Period:

There were no owner comments.

Preliminaries:

The board voted on accepting the consent agenda which includes the January meeting minutes, the February meeting agenda. Upon voting, the motion was carried 6:0.

Board Education:

Tucker Gerrick, marketing manager, presented the methods the marketing department uses for owner/ community outreach. Tucker shared that his goal was to deepen relationships with partners by building layers of inter-connectedness and authenticity. When community groups, non-profits, schools, neighborhood organizations approach the co-op for donations, his priority is to “get to yes” and to look for ways to more fully respond to their needs often going above and beyond their original request. Tucker estimated that the co-op gives \$70,000-\$75,000 each year in direct giving or sponsorships in addition to shopper-driven Seedlings donations which totaled about \$28,000 last year. Tucker is proud that Eastside “punches above its weight” in giving. Eastside is a member of the Grow Minnesota Keystone program.

Board Monitoring Report:

Joleen reported full compliance with the C3-Annual Agenda Planning and C4-Board Meetings monitoring reports and motioned to approve the reports. Amanda seconded the motion and the motion passed 8:0.

Joleen also motioned to amend policy B6.2 to correct a double negative within the policy. The proposed change will read: The General manager shall not cause or allow personnel policies to be inconsistently applied.

The governance committee also recommended a slight change to policy C4.3a: We may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. Announcement of the executive session should be on the published agenda *when possible*.

In order to clarify the difference between consensus decision-making and majority vote, the committee proposed

an amendment to policy C4.4: We will promote open discussion and seek *agreement* in our decision-making. After discussion, we will then finalize and document decisions through the use of motions, seconds, and majority vote.

Joleen motioned to accept the proposed changes to the aforesaid polices. Amanda seconded it. The motion was carried 8:0.

Preferred Shares Redemption:

Kristel motioned to approve the redemption request made by investor #537 for 5 2014-C Block 28 shares for \$2,500. Amanda seconded the motion. The motion passed 9:0. Seth motioned to approve a request made by investor #448 for 2 2014-C Block 25 shares for a total of \$1,000. Kristel seconded the motion. The motion passed with full board approval 9:0.

Executive Limitations Monitoring Report

John reported non-compliance with his B1- Financial Condition + Activities due to net income underperforming budgeted projections. John provided the board with a compliance plan and timeline for the sub policy. All other sub policies demonstrated strong sales growth and compliance. However, John and Anne discovered an error in their financial reporting due to issues with the current POS system. The issue is not substantial enough to affect last year's financial audit report, but fixing the issue could lead to John reporting compliance with his quarter 2 B1 financial monitoring. Desirée recommended waiting to accept the monitoring until the review was complete. The board agreed to approve John's B1 policy monitoring report at a later date.

GM Time:

The co-op has engaged the YWCA to lead DEI trainings with the staff. To date, all the staff have attended a training that focused on developing a shared understanding of concepts and language related to diversity and inclusivity.

The new POS system should be rolled out in early March and will address a number of financial reporting issues Eastside has experienced and the new company will provide the co-op with much better customer service.

The marketing department has rolled out a series of new signage throughout the store including a new welcome sign near the shopping cart area. The new signs emphasize the co-op's commitment to inclusivity, community, relationships, high-quality, and great deals.

Committee Reports:

Strategic Planning

Sadie Paschke, Strategic Planning Committee chair, shared that the board retreat will be held April 23rd from 9 am - 4 pm at Squirrel Haus Arts. Joshua Youngblood, the board's Columinate consultant, will be leading the board and the operations steering team. Sadie invited board members to attend the committee meeting next week to set the goals of the retreat. Joleen motioned to approve the strategic planning charter. Samantha seconded. The motion passed 9:0.

Justice, Equity, Diversity, & Inclusion

The JEDI committee will meet February 20th. Therese Genis and Kristel Porter, co-chairs of the JEDI committee shared that they plan to discuss updates to the charter and meet with YWCA consultant, Kelley Nelson.

Policy Governance

Joleen Baker, chair of the governance committee shared that much of the committee time was spent discussing amendments to policies and reviewing the charter. Joleen motioned to approve the governance charter. Sadie seconded the motion. The motion passed 9:0.

Board Development

Seth Kuhl-Stennes, chair of the board development committee, shared that the committee discussed extensive edits to the committee charter since Seth is seeking to combine the development committee with the former owner outreach committee. The committee also discussed board education topics for upcoming months. Seth shared the committee will review the board candidate packet at its next meeting and share the final draft with Tucker by March 22nd. Amanda motioned to approve the board development charter. Desirée seconded the motion. The motion passed 9:0.

Finance

The finance committee, led by Desirée Olson and Samantha Bailey, shared that besides reviewing the GM's B1 policy monitoring report, the committee discussed attending the CCMA conference in June being held in Sacramento. Board members shared their interest and availability in attending the conference and the committee chairs informed the board about the board's CCMA budget. The co-chairs also recommended that the board consider setting annual, fiscal-based parameters around preferred share redemptions going forward. The committee will discuss those details in the next finance committee. Desirée motioned to approve the finance charter. Amanda seconded the motion. The motion passed 9:0.

Adjourn

Amanda motioned to end the meeting at 7:19 pm. Seth seconded the motion. Upon voting, the motion to close the meeting was carried 9:0.

*Following the regularly scheduled Board of Directors meeting, the Board held an executive session to discuss sensitive employment matters.