



EFC Board of Directors Meeting

July 10, 2023, 6:02- 8:23 pm

Hybrid

Directors Present: Amanda Degener, Seth Kuhl-Stennes, Samantha Bailey, Therese Genis, Sarah Baeverstad, Michelle Spangler, Kristel Porter; **via Teams** Joleen Baker, Desirée Olson

Directors Absent: NA

Staff Present: Anne Gazola, Alicia Marcellis; **via Teams** John Lalaria

Guests Present: Roseline Friedrich, Amy Banker, Nina Houts, Sarah Wagner

Call To Order:

Amanda Degener, Board President, called the meeting to order at 6:02pm. Jolene Baker served as timekeeper; Seth Kuhl-Stennes served as feelings keeper.

Introductions:

Each person in attendance introduced themselves.

Preliminaries:

The board voted to accept the consent agenda which includes the June meeting minutes and the July meeting agenda. Sarah motioned to approve the minutes. Kristel seconded the motion. Upon voting, the motion was carried 9:0.

Owner Comment Period:

Roseline Friedrich discussed her concerns about the lack of support she felt as a small business owner. As a local, black business owner, she reported feeling tokenized, like she was not supported at the same level as other local businesses. Her recommendations for moving forward are 1) for the board to continue their DEI training as leaders of the co-op; 2) to streamline processes for getting small business' products on shelves; 3) to give small businesses more attention and appreciation.

Board Ed

Board members, Kristel Porter and Michelle Spangler, shared their experiences from CCMA last month. Kristel talked about the great storytelling that Gem City Market used to demonstrate how their employees take pride in their work and connect with their owners. Michelle shared that the workshop she attended on 'Joy' was the most impactful. One of her takeaways was being more intentional with board meals and creating a shared experience and community among board members with a family-style meal prior to Board of Directors meetings. There was agreement among board members that the board should move forward with that idea.

Board Monitoring Report:

The governance committee reported compliance with policy C8 and partial compliance with C5. Joleen motioned to accept the reporting. Samantha seconded the motion. The motion to accept the board's policy monitoring reports passed 9:0.

Executive Limitations Monitoring Report

The Board discussed John's Ends monitoring. John said that the Ends are the most important thing that the GM interprets since the Ends lay out the roadmap for the co-op's future. John recommended that the Board should work closely with the new GM on this interpretation. Amanda motioned to pass John's Global Ends report. Samantha seconded the motion. Upon voting, the motion was carried 9:0.

GM Time:

John and Anne have been working together for a smooth transition for Anne to step in successfully to the Interim GM role. Alicia Marcellis, Facilities Manager, is moving forward with the roofing project. A hole has formed in the parking lot that will be expensive and disruptive to fix but will reinforce the effectiveness of Eastside's storm water capture and filtration.

Committee Reports:

Board Development

Seth Kuhl-Stennes, chair of the Board Development committee, reported that there were 10 applicants for the 5 open board positions. The board development meeting next Monday at 6 pm will discuss election preparation details. Sarah suggested some updates to the board application and there was general agreement. Anne recommended having a debrief session after the candidate session.

Strategic Planning

The board discussed the pros and cons of the strategic planning committee being a standing committee versus an ad hoc committee tasked with specific tasks. Originally, the strategic planning committee had been an ad hoc committee with the intent of rewriting the Ends policy. John recommended that the strategic planning discussions be embedded within Board of Directors meetings rather than being siloed in committee meetings. No decision on that was made at this time. The board tasked Michelle Spangler, Strategic Planning committee chair, to present, at the August BOD meeting, the outcomes of the Pillars of Governance survey that the board undertook with Columinate consultant, Joshua Youngblood.

Policy Governance

Joleen Baker, Governance chair, shared that the committee will review the D1 and D2 policies at the August committee meeting.

In June, the board held a discussion in executive session about board compensation. At the end of the discussion, a vote was held. The intent was not to keep this information secret. In an effort to uphold our ideals of transparency and democracy, the board discussed bringing the vote into the public record. Amanda motioned to bring a vote that was held in executive session into the public record. Sarah seconded the motion. The motion passed 9:0.

"Be it resolved that, pursuant to the Bylaws of the Eastside Food Cooperative, Article IV, Section 4.10, the members of the Eastside Food Cooperative, by majority vote at the cooperative's Annual Meeting on September 29, 2023, have determined the compensation for the Board of Directors effective November 1, 2023, to be as follows:

Each board member shall receive a monthly stipend of \$200 during the member's term of service on the Board of Directors. For their additional service, board leadership will be compensated at higher rates. The Board President shall receive a monthly stipend of \$300. The Board Vice-President, Secretary, Treasurer, and committee chairs shall each receive a monthly stipend of \$250."

The motion passed with 4 members voting yes; 3 members voting no; and 2 members absent.

Finance

The finance committee co-chair, Samantha Bailey, proposed a budget for board expenses during the 2024 fiscal year. The budget reflects the increased expenses from the board's proposed stipend increase. The board decided to revisit the number of people it sends to CCMA in 2024. Sarah motioned to accept the budget. Amanda seconded the motion. The motion to approve the proposed 2024 governance budget passed 9:0.

Justice, Equity, Diversity, & Inclusion

Kristel Porter, co-chair of the JEDI committee, announced a tentative date for a DEI retreat in the fall soon after the new board is seated: November 18th. Kristel is working with marketing to start a form to build a volunteer list as well as working to building connections with Northeast neighborhood organizations. The board will be attending Open Streets at Glenwood on July 16th and West Broadway on September 16th. The JEDI committee will be suspended in August to accommodate the GM interview process.

Ad Hoc Committee Update

Samantha talked about the timeline for hiring the GM. Four screening interviews took place last week. The public posting for the position will remain up through the end of July. In August, the next steps are management team interviews, board interviews, and staff meet + greets with finalists. Ideally, an offer will be made in September and the new GM would start in October.

Adjourn

Amanda motioned to end the meeting at 8:23 pm. Sarah seconded the motion. Upon voting, the motion to close the meeting was carried 8:0. *Desirée Olson left the meeting at 8:01 pm.

Amanda motioned to move the meeting to executive session at 8:24 pm. The motion passed unanimously.