



## **EFC Board of Directors Meeting**

**November 8, 2021, 6:00-8:00pm**

**Eastside Food Co-op Community Room**

Directors Present: Michelle Spangler, Seth Kuhl-Stennes, Amanda Degener, Sue Jaeger, Desiree Olson, Therese Genis, Joleen Baker

Directors Absent: Smita Dolan, Sadie Paschke

Staff Present: John Lacaria, Amy Gilbert

Guests: Barbara Engen-Mangskau

### **Call to Order:**

Sue Jaeger, Board President, called the meeting to order at 6:01 PM.

Sue welcomed the new and returning board members. Board members introduced themselves to guest Barbara Engen-Mangskau.

### **Owner Comment Period:**

There were no owner comments.

### **Preliminaries:**

Therese Genis motioned to approve the agenda as written. Desiree Olson seconded the motion. Upon voting, the motion carried 7:0.

Amanda Degener motioned to approve the October board minutes as written. Desiree seconded the motion. Upon voting, the motion carried 7:0.

Amanda motioned to approve the October Executive Session minutes. Michelle Spangler seconded the motion. Upon voting, the motion carried 7:0.

### **Board Education:**

Barbara Engen-Mangskau, Attorney at Law, presented on the fiduciary duty of the board. She also shared a case study about the Ashby Farmers Elevator Cooperative.

Barbara answered the board's questions about fiduciary duty.

### **Executive Limitation Monitoring:**

John Lacaria, General Manager, shared his monitoring report on Policy B1: Financial Condition and Activities. He also shared information about holiday product availability.

Amanda motioned to approve John's B1 policy monitoring on financial condition and activities. Therese seconded the motion. Upon voting, the motion carried 7:0.

### **Board Monitoring Report:**

Michelle Spangler, Board Policy Governance Committee Chair, reported non-compliance with C1: Policy Global Governance Commitment.

Michelle motioned to accept this month's policy reporting. Therese seconded the motion. Upon voting, the motion passed 7:0.

### **Board Business:**

Certify election results

- Joleen Baker, Smita Dolan, and Sadie Paschke were officially seated to three-year terms on the Eastside Food Co-op Board of Directors. Amanda Degener is returning to the board for a one-year term to fill the spot vacated by Brenda Burmeister.

Officer Elections

- The board elected Amanda Degener as Board President.
- The board elected to combine the roles of Secretary and Treasurer and elected Michelle as Secretary/Treasurer.
- The board elected to postpone filling the position of Vice President until December's Board Meeting.

### **Committee Chair Selection:**

- The board discussed possible changes to the structure and meeting schedule of the committees.
- The board elected Desiree as Chair of the Finance Committee.
- The board elected Therese as Chair of the DEI/Owner Engagement Committee.
- The board elected to postpone filling the position of Board Development Committee Chair until December's Board Meeting.
- The board decided to use this month's committee meetings to update the charters and make determinations about the future of the committees.
- The board re-elected Seth as Chair of the Strategic Planning Committee.
- The board re-elected Michelle as Chair of the Policy Governance Committee.

### **Adjourn:**

Sue motioned to adjourn the meeting at 8:34. Therese seconded the motion. Upon voting, the motion passed 7:0.