Adopted Minutes
East End Food Co-op Board Meeting
Hybrid Meeting held in EEFC Conference Room and via Microsoft Teams
August 18th, 2025

In attendance:
Board Members: Tom Pandaleon, President; Nick Leise, Vice President; Desmond Zheng, Secretary; Mark Bowers, Mike Murphy, Heather Kenner, Frank Noll, Nico Demkin
Management: Tyler Kulp, General Manager
Member-Owners: Hannah, Jeremy Kahn, Fritz Geist, Jackson O'Connell-Barlow, Iris Powell, Jeffrey Fisher, Tim, Leah, Sheldon Shapiro, Simone Shapiro
Board Clerk: Jessie Ryan
Absent Board Members: Tyleda Worou, Treasurer; Dominika Blach

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Introduction
Nick called the meeting to order at 7:04p.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
Directors in attendance checked in to express their feelings and any needs.

Heather joined the meeting at 7:09p.m.

Amend/Approve Agenda
Decision: Nick motioned to add a discussion of the language for the proposed Bylaws amendment concerning the Capital Campaign's capital structure to the agenda, before Committee Updates. Second by Frank. There were no objections.

Amend/Approve Minutes
Decision: At the August Working Meeting, the Board made the decision to accept the B3 report as compliant. The minutes should reflect this decision. Nick motioned to approve the August minutes as amended. Second by Tom. There were no objections.

Desmond joined the meeting at 7:15p.m.

Member-Owners Open Session
Iris attended the meeting in representation of the Union's boycott referendum campaign. They spoke about the ongoing conflict in Gaza. They also shared that unfortunately, the harassment against them has not stopped.

Jeffrey stated that this petition is not about anti-semitism, it is about anti-genocide. He is a Jew who has stood in solidarity with Palestinians for many years.

Fritz shared that the Union is still collecting signatures for the petition. They shared a report with the Board regarding the career development grievance that was filed by the Union. The Board will discuss this report with Tyler.

Simone and Sheldon Shapiro shared their opposition to the Union's petition. They feel that the Board has allowed anti-semitic discussions to happen during these meetings, and it makes the Jewish community feel uncomfortable and unwelcome at the Co-op.

August Working Meeting Report

The Board met on August 4th for its monthly working meeting and discussed the following:

1. The targeting of an EEFC employee for their political advocacy and protest work in the Israeli-Palestinian conflict.
2. Proposed Bylaw amendment recommended by the Co-op's attorney regarding the issuance of different classes of stock.
3. The Election and Annual Meeting schedule.
4. Prospective Board training options through Columinate in the new year.
5. Continued discussion of the B6 report.
6. Information session led by Ben Sandell, a Columinate consultant, regarding the fall Capital Campaign.
7. The B3 report that was submitted at the July Board Meeting. After discussion of the nature and extent of the media attention received by the Co-op, the Board decided to accept the B3 as compliant.
8. The Board did agree to further discuss the wording of the relevant B3 sub-policy and to discuss whether any changes in that wording are necessary.

GM Update

This report is in addition to the 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 active Member-Owners: 17,342
New Member-Owners: July - (net) 41
Total Member-Owner Sales: July $770,608
FYTD New Members: (net) - 41

Register Round-Up Total:

July-Sept 2025 (Q4) Recipients:

Bird Lab - is a Pittsburgh-based nonprofit that conducts research, public outreach and community education about birds and our human impact on resident and migrant birds of Western Pennsylvania.

Pediatric Palliative Care Coalition (PPCC) is dedicated to enhancing the quality of life for children with life-threatening illnesses and their families. They provide comprehensive support and resources to ensure that every child and family facing life-limiting conditions receives compassionate care.

YTD Total Raise: TBD

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Operations Update:

- We installed a new EEFC sign on the front of the building (above one of the cart corrals). This spot was chosen for visibility on the walkway in front of Commonplace Coffee. That area has significantly more foot traffic these days. If you are on the ramp in between Enson market and EEFC, our building has no visible markers until you are close to sidewalk level.
- The store will be closing early at 4:00p.m. on 8/26 for our annual staff picnic. We have rented a pavilion at Mellon Park and the Co-op provides food, drinks, and people usually bring games, etc.
- We have ordered a new refrigeration unit to replace the one at the end of aisle 3 (hot dogs, sliced meats, etc.). Unfortunately there is an 8-10 week lead time currently for this type of equipment.

Finance Update:

- YTD sales week ending 08/10/2025 (week 6): $1,576,118 9.0% growth over prior year. Last year our staff picnic fell during this week (8/5/24) and so sales for the week were slightly depressed.
- So far, the summer has not been as quiet as most years. August could yet prove me wrong though.
- Customer count and basket size increased over prior year, as well.

Updates/Questions/Comments:

- Have we passed the point in the year where we typically see refrigeration failure?
    - There is a varying degree of refrigeration breakdowns throughout the year. Our biggest breakdown last year was after Thanksgiving, so it's not always a summer issue.
- Are you working with Vince to get dates on the life of the equipment?
    - Yes, this is still in the works. There are so many parts to refrigeration that are replaced at different times, such as compressors, etc.
- The number of new members seems to be lower than average. Does the summer tend to be lower?
    - Yes, June and July tend to be lower. There is no cause for concern.

B4 – Member Rights and Responsibilities

The Policy Register states, "The General Manager shall not allow members to be uninformed or misinformed of their rights and responsibilities."

Updates/Questions/Comments:

- The data in this report was previously based on a calendar year, now it is based on a fiscal year. The data won't be an exact comparison.
- Tyler provided an overview of all sub-policies and reported full compliance with all aspects of the report.
- There was some confusion about where the data appeared in the report and how it related to the interpretations. Tyler and the Directors discussed this to clarify.
- When does Operations supply the Board with a Member Count report?
    - That information is supplied in the A-Ends report, which is typically presented in Apri.
- The data supporting 4.1.3 does not address the interpretation.
    - The information supporting 4.1.3 is included in the table leading up to that point, but "governance topics" should be added to the email list.
        - It might be helpful to move that information under the bullet point.

- The interpretation of 4.2 does not include participation in elections, which based on data from 4.1.1 seems to be an important part of the picture.
    - The data to support this interpretation was included in the report but was misnumbered.
- Can Members opt out of emails?
    - They can opt out of some, but not governance-related emails.
- Is there a benchmark you have for sales to members?
    - 60% is good, but over that is too high. This could mean that we aren't attracting enough non-members that we could turn into members, which could cause sales to remain stagnant.
- Would that benchmark change if we had a patronage dividend discount? How much does the amount that members spend skew that?
    - With the patronage dividends system, the more money you spend, the more money your dividend is. This isn't dissimilar to the higher your basket cost is at the register, the higher your discount dollar amount is. In the cooperative world, it's believed that the patronage dividend system encourages more member participation.

Decision: Nick motioned to accept the B4 as compliant. Second by Tom. There were no objections.

Bylaws Amendment
To sell preferred shares to Members, the Co-op's Bylaws must be amended. Although the Articles of Incorporation authorize the Board to sell preferred shares, the corresponding bylaw referenced in the Articles was never added, though it was always intended. Members are now being asked to approve adding this bylaw. Nick read the proposed amendment aloud.

1. 4.18 Capital Structure: The Board is hereby expressly vested with the authority, by resolution, from time to time, to divide EEFC's authorized and unissued shares into one or more classes, series, or series within a class, and to fix and determine the terms, preferences and limitations of any such class or series.
2. Except as set forth above, the Bylaws remain unchanged and in full force and effect.

Decision: Tom motioned to put this proposed Bylaws amendment before the Membership for a vote. Second by Nick. There were no objections.

Committee Updates:
Finance
The committee will meet before the September Board Meeting to discuss the B1 report.

Board Perpetuation and Elections (BP&E)
Nico will prepare an article for The Cooperator highlighting the Board Election. A schedule has been set for the Board Election and Annual Meeting. The committee will participate in additional Board training next year, either led by the Board or by Columinate.

Member-Owner Participation (MOP)
The next meeting is Wednesday, August 20th, at 7:00p.m. There has been an ongoing discussion about game night.

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Executive
The committee discussed methods for monitoring the success of the Strategic Plan, the proposed Bylaws change to support the Capital Campaign, and the relationship between the committees and the Board.

Action Items
Directors reviewed progress or lack thereof on Action Items from previous meetings.

Appreciations
Those in attendance took a moment to share their thanks.

Closing
Next Meeting: Monday, September 22nd, 2025
Packet submissions due: Monday, September 15th, 2025

The meeting adjourned at 8:25p.m. without objection.

The Board and General Manager entered Executive Session at 8:25p.m.