Adopted Minutes
East End Food Co-op Board Meeting
Hybrid Meeting held in EEFC Conference Room and via Microsoft Teams
January 26th, 2026

In attendance:
Current Board Members: Tom Pandaleon, President; Nick Leise, Vice President; Mark Bowers, Heather Kenner, Frank Noll, Jeremy Kahn, Michael Vogel
Management: Tyler Kulp, General Manager
Member-Owners: Marty Seltman, George Linkhauer, Emily DeFerrari, Jamie, Fritz, Martin Bonica, Jeffrey Fisher, Ehab, Clifford Johnson, Bea Belt, Jennifer Christmas, Iris, Tim, Evelyn Rombach
Board Clerk: Jessie Ryan
Absent Board Members: Desmond Zheng, Secretary

Introduction
Tom called the meeting to order at 7:06p.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
Given the large number of attendees at the meeting, Tom decided to forgo check-ins.

Amend/Approve Agenda
Decision: Michael motioned to approve the agenda as written. Second by Jeremy. There were no objections.

Amend/Approve Minutes
Decision: Jeremy suggested adding "with acknowledgement" to the decision on the B1 report. Jeremy motioned to approve the December meeting minutes as amended. Second by Tom. There were no objections.

Member-Owners Open Session
Tom issued a statement on behalf of the Board in response to the petitioners' recent email, addressing the concerns they raised. The email highlighted four points:

1. The Board has refused to commit to holding a referendum vote on an EEFC boycott of Israeli products
    i. The Board has not refused to hold a referendum. The Board has never stated a plan regarding a referendum. There is nothing in the bylaws that requires a referendum, but what is required is a special meeting.
2. Limiting the number of speakers at the special meeting and imposing unnecessary barriers to participation
    i. The Board researched another co-op that went through the same situation. They consulted a lawyer and consultants before deciding on the meeting's format and structure.
3. Misstating in the 1/12/26 email to members that the petition's demand is for a boycott rather than stating that the demand is for a member referendum
    i. This was a mistake that will be addressed in the final email to the membership, which will also include details about the virtual special meeting.
4. The Board stating its opposition to the boycott ahead of the special meeting
    i. The Board discussed including a statement in the email and ultimately decided to acknowledge its opposition to the boycott. There are differing opinions among Board members regarding the referendum. After the special meeting, the Board will decide

whether to move forward with a referendum and, if so, whether it will be binding or advisory.

Fritz asked Tom to provide the statement that he read on behalf of the Board in writing. They read a summary of the communication sent to the Board by Co-ops Against Genocide. Co-ops Against Genocide has requested access to the same information as the Board in order to ensure fairness of the process. They requested copies of each submission form immediately after the submission deadline. Since the Board has already emailed the membership to share their opposition, Co-ops Against Geneocide has requested that their email be shared with the membership as well so that both perspectives are represented. Tom responded that all of the pro-boycott submissions will be made available to the petitioners, either at a meeting or via email.

Emily DeFerrari disagreed with the Board's position that the bylaws do not require a referendum. She asked that all petition signatures remain confidential and expressed concern that the meeting notice is not posted conspicuously. She suggested placing a colorful notice at the front of the store. Tom responded that he and Leslie have physical copies of the petition and will discuss returning them to the petitioners. An electronic copy was also sent to Tom, and he will ensure it is deleted. The Board and Management will discuss the placement of the notice.

Clifford Johnson shared his views on referendums and secondary boycotts. He stated that referendums are anti-democratic and do not reflect the full membership, and that secondary boycotts are ineffective.

Jeffrey shared his perspective as a Jewish individual who stands in solidarity with Palestine. He believes that if given the opportunity to vote, the membership would support the boycott.

Iris spoke about the recent events that have happened in Minnesota and across the nation involving ICE. They shared their dissatisfaction with how the Board is handling the petition and special meeting process.

December Working Meeting Report
The Board met on January 5th and discussed:

1. Input they received from various consultants regarding the special meeting and petition
2. Structure of special meeting
3. Panel of moderators and technology consultant who were subsequently interviewed
4. Rescheduling the Board Retreat

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 total Member-Owners: 17,526

- fully paid Member-Owners: 15,016 (as of 10/31/25)

New Member-Owners: December – Net 34
Total Member-Owner sales: December $680,244 = 61% of sales, +1.3% over 12/24.
FYTD New Members (Net) – (225 Prior Year thru December – 235 ~ -4% decrease)

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Register Round-Up:
Jan – March (Q3) Recipients: Information on each recipient is available on our website, and at each checkout lane.

Grow Pittsburgh

FY26 YTD Total Raise: $2,150

Operations Update:

- The recent Board election gave membership the opportunity to vote for recipients of our register round-up program. The new quarter is the first to feature one organization as the sole recipient of round up dollars. Grow Pittsburgh was the top vote-getter. The marketing dept will be coordinating tabling for GP to try and raise their profile with shoppers.
- We hosted 2 members of NCG's Business Expansion team last week to begin the feasibility work of store renovations as outlined in our Strategic Plan. This was their first time seeing our store in person and will help inform their design and programming proposals for our former seating area, and other parts of the store.
- Our direct mail coupon campaign went live this week. The mailer started arriving at residences around 1/15.
- New in the meat department! Several 100% grass-fed, locally raised fresh beef products from Swiss Villa. We are hoping this will fill some of the gaps left by the departure of Jubilee Hilltop Ranch.
- Gas line work began on Meade St. and North Braddock last Tuesday morning. We were not informed of this project until the Friday before. And what they did tell us was "sometime in the next couple of months." They showed up 3 days later and closed our sidewalk and Meade St. Work has continued intermittently since then, with no prior warning of when or if they will return. It has had a detrimental effect on access to our front doors for customers, vendors, and staff.

Finance Update:

- YTD sales as of week ending 1/18/2026 (week 29): $7,810,319 +4.1% over prior year.

Updates/Questions/Comments:

- Are more funds raised for the register round up during certain quarters?
    - This is typically our busiest quarter, but the Marketing department did not coordinate it to line up like that. Grow Pittsburgh was chosen for the first quarter because they received the most votes.
- Around 50 coupons were redeemed in the first week, out of the 9,600 that were mailed out. The deadline to use the coupon is 2/15.
- Does the city provide any financial assistance to a business that they are blocking access to?
    - There are probably some situations where there may be some sort of abatement to hardship. Tyler isn't sure that this would apply to our situation since we are still open for business.
- Customer count is a bit lower. Is this normal for December?
    - We tend to see an acceleration of member growth in January since it's a new year, and people make resolutions to eat healthier and shop local.
- What is the current status of moving to a different financial year?
    - It is still the goal, but there is no movement at the moment. Possibly end of calendar year 2026.

B7 – Communication to the Board
The Policy Register states, "The General Manager shall not cause or allow the Board to be uninformed or unsupported in its work."

Updates/Questions/Comments:

- The Monitoring Matrix is a Google sheet that was used to track feedback and commentary on the B reports and monitor the GM's performance and progress on reporting. It was previously updated by the Board Secretary, but has not been since the prior fiscal year. Tyler and the Executive Committee can discuss ways to get the matrix current and back in use, or figure out a better system to track the B reports.
- It is up to the Board to let the GM know what is acceptable in terms of addressing the non-compliance of a report and follow up in a timely manner.
    - Depending on the report, it could be a very straightforward plan for compliance that could be included in the report. After the report is presented, the Board could say if that plan would be acceptable or suggest something different.
- What is an example of a consent agenda?
    - Real estate is the biggest one, as well as the Capital Campaign. If any changes to the Indemnification Insurance Policy need to be made, that would require Board approval.

Decision: Frank motioned to accept the B7 report as compliant. Second by Tom. There were no objections.

B8 – Board Logistical Support
The Policy Register states, "The General Manager shall not allow the Board to have inadequate logistical support."

Updates/Questions/Comments:

- The most current version of the bylaws that were updated in 2025 is not available on the Google Drive.
    - Jessie will add that document to the Drive.
- The owner/creator of documents on the Drive still has access to them, even if they no longer have access to the Drive. There is no way to remove ownership of the document. We should consider a different process for adding documents to the Drive.
- What is the protocol for Directors communicating with Managers?
    - Communication should go through the GM. There are exceptions when a Manager is part of a committee, but Tyler should still be informed. The Board can also reach out to the Board Clerk with questions and requests.

Decision: Tom motioned to accept the B8 report as compliant. Second by Mark. There were no objections.

Nick stated that the quality of the reports is good and includes good takeaways for the Board, particularly the B7.

Committee Updates:
Finance
A new committee Chair will be appointed at the Board Retreat.

Board Perpetuation and Elections (BP&E)
Committee charters, which include a description of each committee, can be found on the Google Drive. Committees will be discussed further at the Board Retreat. The Google Drive currently contains a lot of outdated information and documents, so it may be worth cleaning it up and archiving older materials. A new date for the retreat still needs to be determined. There is currently one vacant seat on the Board, and Directors will discuss how they would like to move forward with filling it.

Member-Owner Participation (MOP)
The Committee met last week. A Marketing event is scheduled in the Conference Room at the same time as the February MOP meeting, so the Committee will discuss possibly rescheduling. Most of the Committee's current work relates to the Annual Meeting, so they may pause meetings until it gets closer to that time. The next board game night has not been scheduled yet.

Executive
The Committee met recently to discuss the petition, special meeting, and the B6 report.

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, February 16th, 2026
Packet submissions due: Monday, February 9th, 2026

The Board and General Manager entered Executive Session at 8:47p.m. to discuss the special meeting, the Board Retreat, and the open Board seat.