

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
October 30, 2018

Board Members Present: Rachelle Curran Apse, President; Julianne Baroody, Vice President; Melissa Emerson, Treasurer; Erin Covey-Smith, Secretary; Sarah Alexander; Elizabeth Chapman; Timothy Lynch; Andrew Magoun; Mary Malia; Chris Stacey; Megan Banner Sutherland

Also Present: John Crane, General Manager

CALL TO ORDER

7:00 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:01 PM-7:03 PM

2. AGENDA REVIEW AND TIME CHECK

7:04 PM-7:05 PM

3. APPROVE MINUTES FROM SEPTEMBER 25 MEETING

7:05 PM

--The Board approved the September 25 minutes by consensus.

4. MEMBER-OWNER FEEDBACK

7:05 PM-7:10 PM

The Board received one email from a Member-Owner (MO) asking what M-O equity is. John replied with an explanation, which will be forwarded to the Board.

The Board received 192 unique responses to the M-O survey on the proposed Ends statement. Board members signed up to respond to those who requested that a Board member contact them regarding Ends or joining the Board.

5. GM UPDATES AND MONITORING/POLICY REVIEW

7:11 PM-7:49 PM

John (GM) presented the B1: Financial Condition, 3rd Quarter report and answered questions from the Board.

-The Board accepted by consensus the B1: Financial Condition, 3rd Quarter report, finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

Monthly Board Self-Monitoring Report C5: Directors Code of Conduct

Andrew presented highlights from the C5: Directors Code of Conduct survey. The Board decided that by next Board year, the Board will have a form for Directors to disclose any conflicts of interest. The Board may re-word portions of C5 to modify the requirement to attend "all" Board meetings, as this may be too hard an expectation to meet, and to define a level of engagement for Board members.

6. BOARD BUDGET PLANNING

7:49 PM-7:52 PM

Melissa reviewed the proposed 2019 Board budget. Melissa and John will present a refined proposal at the next Executive Committee call and present to the full Board for approval in November. The Board approved a provisional budget for John to use in his financial planning for 2019.

7. SOCIAL TIME

7:52 PM-8:00 PM

8. OUTREACH, ENGAGEMENT AND PERPETUATION TRAINING WITH JADE BARKER

8:00 PM-8:55 PM

Jade (Board consultant with Cooperative Board Development Services) conducted a conversation with the Board about board culture, perpetuation and recruitment.

9. OPEN FORUM

8:55 PM-9:14 PM

The Board discussed incentivizing Board recruits to go to CBL 101 in January and outreach to MOs who responded to the Ends Survey with specific criticism/feedback. The Board agreed that the meeting was very busy but productive.

10. NEXT MEETING

9:14 PM

The next Board meeting will be Tuesday November 27, 2018 from 7:00-9:00 PM at 409 Cumberland Avenue.

At 9:14 PM, the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik
Board Assistant