

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
March 26, 2019

Board Members Present: Julianne Baroody, President; Melissa Emerson, Vice-President; Mary Malia, Secretary; Andrew Magoun, Treasurer; Rachelle Curran Apse, Timothy Lynch, Chris Stacey

Board Members Absent: Sarah Alexander; Elizabeth Chapman; Megan Banner Sutherland

Also Present: John Crane, GM; Sarah Braik, Board Assistant

CALL TO ORDER

7:04 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:05 PM-7:18 PM

The Executive Committee will begin planning for the June 2 Board retreat at its April 9 meeting and all Board members were invited to participate.

Erin Covey-Smith, Megan Banner Sutherland and Elizabeth Chapman have resigned from the Board, all for personal reasons. The Board thanked them for their service.

Mary Malia has taken on the secretary role.

2. AGENDA REVIEW

7:19 PM

3. APPROVE MINUTES FROM FEBRUARY 26 MEETING

7:20 PM-7:21 PM

--The Board approved the February 26 minutes by consensus with the substitution of "preferred shares" for "loan". Executive minutes were approved by consensus.

4. MEMBER-OWNER FEEDBACK

7:22 PM

The Board received no Member-Owner (MO) feedback this month.

5. GM UPDATES AND MONITORING/POLICY REVIEW

7:23 PM-7:48 PM

John (GM) presented the financial review and end-of-year financial reports and answered questions from the Board.

John presented the B5: Treatment of Customers report and answered questions from the Board.

-The Board accepted by consensus the B5: Treatment of Customers report as being in compliance, finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

Monthly Board Self-Monitoring Report D4: Monitoring of the GM and Annual Survey

Andrew presented highlights from the D4: Monitoring of the GM and Annual Survey survey and answered questions from the Board. Discussion included sources of information for GM reports and continued Board development.

6. ANNUAL MEETING PREPARATION

7:49 PM-7:54 PM

The Board discussed two proposed Bylaws changes, one to change the wording on removing MOs for cause (recommended by PFC's lawyer) and the other on the timing of the fiscal year. They will appear on the ballot to be voted on by MOs.

-The Board approved the Bylaws changes by consensus.

The Board decided to fill five of the seven open slots on the Board, as there are five candidates and all meet or exceed our minimum requirements.

-The Board approved the slate of five candidates by consensus. John will send out election materials to MOs by April 2.

Board members were urged to sign up for Annual Meeting roles. Sarah Alexander will plan an MO engagement activities for board members to lead.

7. BOARD TRAINING: EXPANDING THE CO-OP

7:55 PM-8:51 PM

Cooperative Development Services consultant Jade Barker led the Board (via remote conferencing) in a discussion of why and when to consider expanding our Co-op. John provided details regarding terms of the Co-op's current lease, which are favorable for the next eight years. The Board discussed options for the visioning, research and planning processes, in which John will be key. Jade provided links to some tools. The Executive Committee will discuss these and begin developing plans for a Board brainstorming session.

8. EXECUTIVE SESSION

8:52 PM-9:05 PM

The Board met in Executive Session to discuss the GM review process.

9. CLOSING FORUM

9:06 PM-9:11 PM

Mary, John and Julie reported highlights of the Neighboring Food Co-op Association conference, which they agreed was valuable.

10. NEXT MEETING

9:12 PM

The next Board meeting will be Tuesday May 28, 2019 from 7:00-9:00 PM at 409 Cumberland Avenue.

At 9:12 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik
Board Assistant