

**PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
November 29, 2022**

Present: Mary Becker, Co-president; Kerry Vachon, Co-president; Chloe Minagawa, Treasurer; Amy Morse, Secretary; Emily Lefebvre and Davinica Nemtzow

Also present: John Crane, General Manager; Sarah Braik, Board Assistant; Katie Greene, store staff; Colin Vettier, Suzette Bois, Sonya Raab and Michael Goldenberg, Member-Owners

Absent: Heather Pittard

CALL TO ORDER

7:09 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:09 PM-7:20 PM

Kerry led a team-building exercise.

2. PRELIMINARIES

7:21 PM-7:22 PM

Mary reviewed the agenda and facilitated the meeting.

3. MEMBER-OWNER FEEDBACK

7:23 PM-7:24 PM

Most emails were from MOs interested in attending meetings and/or joining the Board. There were also four or five positive comments on the voter education email from the Board.

4. ADMINISTRATIVE ITEMS

7:25 PM-7:37 PM

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

--The Board approved by consensus the appointment of Davinica as chair of the Equity Committee.

Mary facilitated a review of Board policies C5: Directors' Code of Conduct, C6: Officers' Roles, C7: Board Committee Principles and C8: Governance Investment. The discussion centered on C6. The Board

agreed to schedule a meeting with new officers each year to review roles. The issue of officer vacancies due to resignations from the Board will be addressed at the next meeting. The Education and Evolution portion of this meeting addresses building overall Board capacity.

5. GM POLICY MONITORING

7:38 PM-8:08 PM

John presented store updates, the B2: Financial Planning monitoring report, the 2023 budget with multi-year projections and the 2023 capital budget. He facilitated a discussion and answered questions from the Board. Thanksgiving advertising and turkey promotion were toned down out of respect for those with other traditions and for vegans. Nevertheless sales topped last year's, and staff felt less harried. John estimated 2022 store sales will exceed \$7 million. He anticipates inflation to slow. Margins are now above 35%, just about where they should be.

--The Board accepted by consensus the B2: Financial Planning monitoring report as being in compliance, finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

6. BREAK

8:09 PM-8:13 PM

7. EDUCATION AND EVOLUTION

8:14 PM-8:39 PM

Mary led a discussion on building Board capacity. Topics included the role of the meeting space in Board bonding, how the Board can best educate itself about how the Board works, filling vacancies, making sure candidates have a thorough understanding of what Board membership entails, identifying specific missing talents and strengths and recruiting to them, developing a plan for attrition (including an explicit exit process and regular check ins to solicit feedback from sitting Board members), and decreasing the workload, including streamlining the Board packet. The Board discussed the merits of a two-year term versus a three-year term and the possibility of offering a choice. Amy offered to work on an exit process. The Perpetuation Committee will review this discussion and make recommendations at the next Board meeting.

8. COMMITTEE REPORTS

8:40 PM-8:57 PM

Emily presented the Perpetuation Committee report. She announced that Board member engagement is now under the Committee's purview. She presented a draft charter and Directors made a few suggestions regarding how candidates for the committee are selected and approved. It was noted that Board Policy E2.2 stipulates that all committee members are to be recommended by the Chair and approved by the

Board. Neither the current charter nor current practice are consistent with this policy. It was suggested that the Board develop a short application for committee membership to help the chair ensure that the committee members have a balance of required skills. The Board decided to streamline this process so that it is consistent across all standing committees as well as with the policies. Emily will revise the charter to reflect this and distribute via email for approval. Amy is working on exit and stay interview processes.

In December the Committee plans to review the Board buddy system, update the Board application and interview process, and develop an action plan from exit interview feedback. All Board members are invited to participate. January plans include announcing the opportunity to apply to run for Board, working with PFC marketing to share resources and important dates across all channels and cold outreach, which will involve the entire Board.

Davinica presented a brief Equity Committee report. The Committee decided that all meetings will be on Zoom. Current members are Davinica, Chloe, Amy and former Board member Lien DeBrouckere.

9. OPEN FORUM/CLOSING

8:58 PM-8:59 PM

The Board expressed appreciation for the presence of non-Board members. Amy asked them to let her know if they want to attend another meeting, and Emily offered to answer questions. Mary and Kerry stated there will be a special ExCo session on December 12th focused on leadership succession planning. All Board members are encouraged to attend, participate and share ideas.

10. NEXT MEETING

8:59 PM

As the Board traditionally does not meet in December, the next Board meeting is scheduled for Tuesday January 24, 2022 from 7:00 PM-9:00 PM at the home of Chloe Minagawa.

At 9:00 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant