

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
March 28, 2023

Present Chloe Minagawa, Treasurer; Amy Morse, Secretary; Emily Lefebvre, John Minagawa, Heather Pittard, Sonya Raab, Colin Vettier

Also present: John Crane, General Manager; Suzette Bois, Michael Goldenberg, Martha Lefebvre, Natasha Rose Lombardi, Elijah Lombardi and Linsey Ruhl, Member-Owners; Sarah Braik, Board Assistant

Absent: Mary Becker, Co-president; Kerry Vachon, Co-president

CALL TO ORDER

7:00 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:00 PM-7:09 PM

Chloe facilitated introductions.

Chloe led a team-building exercise.

2. PRELIMINARIES

7:10 PM -7:12 PM

Chloe reviewed the agenda.

3. MEMBER-OWNER FEEDBACK

7:13 PM

Amy reported no Member-Owner feedback this month.

4. ADMINISTRATIVE ITEMS

7:13 PM-7:18 PM

--The Board approved by consensus the February 28 minutes with one correction.

Chloe provided a brief update on Annual Meeting planning.

It was noted that the Board Google group needs updating especially a review to make sure that past board members are removed from the google group. We will also need to update this fully in May to reflect the changes with the newly elected board.

5. GM POLICY MONITORING

7:19 PM-8:04 PM

John asked the Board to review the Directors and Officers insurance policy which is due for renewal in May. Colin Vettier and John Minagawa offered to review it and make recommendations to the Board before the end of the month. Once the review is completed a special meeting of the board will be scheduled to review and discuss the recommendations prior to the deadline for renewal.

John announced that the Consumer Cooperative Management Association will be holding its annual convention in Portland next year. He also reported that National Cooperative Grocers (NCG) has rated the Portland Food Co-op in the top 25% of all co-ops.

John presented store updates, the A1: Ends Statement report and the B:5 Treatment of Consumers report and answered questions from the Board.

--The Board accepted by consensus the A1: Ends Statement and the B:5 Treatment of Consumers monitoring reports as being in compliance, finding them to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

6. BREAK

8:05 PM-8:10 PM

7. BOARD MONITORING

8:10 PM-8:18 PM

The Board evaluated its performance in regards to Board policies C8: Governance Investment and D4: Monitoring GM Performance. The Board agreed that it is in compliance with D4 but identified a need to improve orientation and onboarding practices (C8).

8. EDUCATION AND EVOLUTION

8:19 PM-8:21 PM

The GM review process was tabled as Kerry was not present.

Interim officers were elected by consensus: Chloe, president; Colin, vice-president; John Minagawa, treasurer; Amy, secretary

The candidate slate was presented.

9. COMMITTEE REPORTS

8:22 PM-8:31 PM

Emily presented the Perpetuation Committee report. As there are five applicants and more than five potential openings on the Board it will not be a competitive election.

Amy provided updates on the exit interview process and plans to improve the orientation and onboarding process. She will also update the Exit Interview Action Plan including some tasks that have been completed. In the next 2 months she will schedule Exit Interviews for outgoing board members completing their service next month.

10. EXECUTIVE SESSION

8:32 PM-8:55 PM

The Board entered executive session to approve the candidate slate. Discussion of the monitoring report table and delegation of drafting of the review letter was tabled as Kerry was not present. The Board will work on it via email.

11. OPEN FORUM/CLOSING

8:56 PM-9:00 PM

The Board meeting ended on time. Board meeting date and time will be reviewed at a future meeting.

12. NEXT MEETING

9:00 PM

The Board will not meet during the month of April as that is when the Annual Meeting is scheduled. The next Board meeting is scheduled for Tuesday May 23, 2023 from 7:00 PM-9:00 PM, location to be determined.

At 9:00 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant