

**PORTLAND FOOD CO-OP Board of Directors**  
**Meeting Minutes**  
**July 25, 2023**

Present: Chloe Minagawa, President; Colin Vettier, Vice-President; Amy Morse, Secretary; Martha Lefebvre, Natasha Rose Lombardi; Heather Pittard; Sonya Raab; Linsey Ruhl

Also present: John Crane, General Manager; Hether Frayer, Cooperative Board Leadership Development (CBLD) Consultant; Judith McAllister, Guest; Sarah Braik, Board Assistant

Absent: Emily Lefebvre

CALL TO ORDER

6:35 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

6:35 PM-6:37 PM

Amy facilitated introductions.

2. PRELIMINARIES

6:38 PM-6:39 PM

Amy reviewed the agenda.

3. MEMBER-OWNER FEEDBACK

6:40 PM-6:44 PM

Amy reported that two members (MOs) inquired about attending the July Board meeting, Grace Nichols will be joining the new PFC Member Engagement Committee, and one member wishes to meet with the Board regarding some concerns. An email was sent to the member in response offering for a subset of Board members to meet with her. We will wait for her response if she follows-up.

4. ADMINISTRATIVE ITEMS

6:45 PM-7:03 PM

--The Board decided that the June 27 minutes will be approved by email pending several corrections.

John (GM) requested that \$16,000 of the 2022 store profits be distributed as patronage dividends and that \$88,000 be designated as retained earnings. These are the same amounts as the previous year.

--The Board approved the distribution of \$16,000 as patronage dividends and the designation of \$88,000 as retained earnings.

Chloe announced the Board retreat will be held on October 15.

Amy requested that Sonya Raab's appointment to the Board in February via email be reflected in these minutes.

Chloe reported that Linsey Ruhl has expressed interest in the treasurer position and asked anyone else who may be interested to contact her.

Chloe announced that Emily has stepped down as chair of the Perpetuation Committee (though she remains a Committee member and has offered to provide training for the new committee members.) We are looking for a chair or co chairs. Chloe asked anyone interested to contact her as soon as possible. She also announced the need for a Board co-chair of the Member-Owner Support Committee.

Sign ups for the August 20 farm event will begin soon.

Chloe announced that John Minagawa has resigned from the Board.

Chloe announced that a staff cruise is being planned and board members are invited. Let John C. know if you would like to attend.

## 5. GM POLICY MONITORING

7:04 PM-7:11 PM

John presented June financial reports and the B1: Financial Condition report and answered questions from the Board.

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

## 6. BREAK

7:12 PM-7:20 PM

## 7. EDUCATION AND EVOLUTION

7:21 PM-8:08 PM

Hether, with the assistance of John, gave a presentation and led a discussion on building alignment for store expansion. She began by reminding the Board that the Co-op is more than just a store. Topics included options for expansion, vision for the Co-op, risks, challenges, foundations on which to build, macro- and micro-environmental factors, strengths, weaknesses, opportunities, and threats. The Board decided to designate an hour of the September Board meeting to continue this discussion and begin planning.

## 8. COMMITTEE REPORTS

8:09 PM-8:20 PM

Amy presented the Perpetuation Committee report, which included the proposed charter and updates on the Board buddy system and exit/stay interviews. She announced that she will schedule quarterly meetings, and that the Committee will start the recruitment process earlier in the year. She needs a co-chair and asked anyone interested to contact her. Heather asked since the board keeps losing members and then much of the year is spent recruiting new members, could this be leading to burnout, and could elections be held every other year instead of every year? State law may prohibit this and it would also require a bylaws change, to be voted on by the Membership. Amy put this issue in the parking lot for further discussion.

--The Board accepted by consensus the Perpetuation Committee Charter.

The Member-Owner Support Committee Charter was tabled until a Board co-chair is appointed.

## 9. OPEN FORUM/CLOSING

8:21 PM-8:23 PM

Board members expressed appreciation for the presentations and decided that even though the Board will not meet in August, the Executive Committee will meet.

## 10. NEXT MEETING

8:23 PM

The next Board meeting will be 6:30-8:30 PM Tuesday September 26, 2023 at a location to be determined.

At 8:23 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant