

**PORTLAND FOOD CO-OP Board of Directors**  
**Meeting Minutes**  
**October 24, 2023**

Present: Colin Vettier, President; Amy Morse, Vice President; Martha Lefebvre, Secretary; Heather Pittard, Sonya Raab

Also present: John Crane, GM; Suzette Bois, Member-Owner; Hether Frayer, Cooperative Board Leadership Development (CBLD) Consultant' Sarah Braik, Board Assistant

Absent: Linsey Ruhl, Treasurer; Emily Lefebvre, Natasha Rose Lombardi

CALL TO ORDER

6:35 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

6:35 PM

Colin welcomed everyone to the meeting.

2. PRELIMINARIES

6:35 PM

Colin reviewed the agenda.

3. MEMBER-OWNER FEEDBACK

6:36 PM

Davinica Nemtzow shared a few justice-based workshops with the Board that we might be interested in (previously emailed to directors). Amy will send some Board diversification tips that Davinica sent to her.

Mikey will be away and will not be able to attend this meeting. The last Member-Owner Support Group meeting was canceled due to illness therefore there are no updates.

4. EDUCATION AND EVOLUTION

6:37 PM-6:54 PM

John (GM) gave a brief presentation on Policy Governance. The Board works through policy, which is

proscriptive rather than prescriptive, setting the parameters of the GM's job. The Board oversees the GM's performance by reviewing his monthly policy monitoring reports. John also reviewed the consensus decision-making model used by the Board and answered questions.

## 5. ADMINISTRATIVE ITEMS

6:55 PM-7:29 PM

### **Administrative Items (Non-Consent Agenda)**

#### Treasurer's Report

2024 board budget planning was tabled as Linsey was not present. Directors were asked to begin thinking about this for the next meeting, including ideas for Committee activities next year.

#### December Board meeting

The Board decided to meet in December on the 19th pending no opposition from absent members. Half of the meeting time will be a small holiday party. The Executive Committee will meet December 5.

#### Retreat Follow-up: Next Steps

Hether shared her notes on next steps emerging from the retreat. These include updating Board Policy C5: Directors' Code of Conduct to strengthen Board investment and Board support, including administrative support, and ensuring knowledge transfer as well as addressing some issues identified in previous Board meetings for future discussion.

#### Conflict of Interest forms

Martha noted not all conflict of interest forms have been received. She will email them to those Directors whose forms are missing to complete.

### **Updates**

Amy reminded the Board that all staff and current and former Board members are invited to Ocean Gateway on November 15 from 4:30-6:30 PM for the Co-op to receive the Portland Development Corporation business of the year award.

Colin announced that we are no longer using google groups for Board communication.

### **Virtual Appointments/Votes in past month**

Colin announced that Martha Lefebvre and Sonya Raab have been appointed to the Perpetuation Committee by Amy Morse as the Committee Chair and that Sonya Raab was elected Co-Chair of the Perpetuation Committee by the Board via email.

### **Consent Votes (Colin)**

–Addition of Colin Vettier and Amy Morse to the Co-op’s accounts with Bangor Savings Bank was approved by consensus.

–The minutes of the September 26, 2023 Board meeting were approved by consensus.

–The Columinate subscription early bird special renewal was approved by consensus.

### **6. BREAK**

7:30 PM-7:40 PM

### **7. GM POLICY MONITORING**

7:41 PM-7:58 PM

John presented the September financial reports and the B1 Financial Condition Q3 report and answered questions from the Board. Sales continue to increase and the Co-op continues to make a profit. John expects this trend to persist and that the Co-op will become even more profitable.

--The Board accepted by consensus the B1 Financial Condition Q3 reports as being in compliance, finding them to include reasonable operational definitions/interpretations and evidence to support John’s assertion of compliance.

### **8. BOARD POLICY MONITORING**

7:59 PM- 8:00 PM

The Board reviewed Board policies C1: Governing Style, C2: The Board’s Job, C3: Agenda Planning and C4: Board Meetings and agreed that we are in compliance.

### **9. COMMITTEE REPORTS**

8:01 PM-8:29 PM

Amy provided a Perpetuation Committee update. Sonya presented some plans to increase Board engagement and Suzette solicited ideas for engaging interested M-O’s in Board membership.

### **10. OPEN FORUM/CLOSING**

8:30 PM

11. NEXT MEETING

8:30 PM

The next Board meeting will be 6:30-8:30 PM Tuesday November 28, 2023 at Cloudport.

At 8:30 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant