

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

Present: Colin Vettier, President; Amy Morse, Vice President; Martha Lefebvre, Secretary; Linsey Ruhl, Treasurer; Sonya Raab

Also present: John Crane, GM; Suzette Bois, Member-Owner; Tracy Meade, Saa Rosenblatt, George Giese, Wendy Franklin, Member-Owners; Sarah Braik, Board Assistant

Absent: Emily Lefebvre, Natasha Rose Lombardi, Heather Pittard

CALL TO ORDER

6:31 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

6:31 PM

Colin welcomed everyone to the meeting and everyone introduced themselves.

2. PRELIMINARIES

6:40 PM

Colin reviewed the agenda.

3. MEMBER-OWNER FEEDBACK

6:41 PM

As Mikey was not able to attend this meeting, no update was provided.

4. EDUCATION AND EVOLUTION

6:42 PM-6:56 PM

For the benefit of the guests, John (GM) gave a brief synopsis of the store's history and options for future expansion.

5. ADMINISTRATIVE ITEMS

6:57 PM-7:13 PM

Updates

Amy reported that on November 15 the PFC received the Client of the Year award from the Portland Development Corporation at a reception at Ocean Gateway Recognition.

Amy announced that Sarah will be providing additional administrative assistance most likely starting in January. Colin and Sarah will work out the details, which will have to be approved by the Board. Also in January the Board will begin using the new Excel format for the agenda and packet.

Amy noted that the Board needs to make sure that they follow-up on suggestions/next steps from the fall board retreat. The Perpetuation Committee is following up on several issues raised at the Board retreat.

Administrative Items (Non-Consent Agenda)

Treasurer's Report

There was no report available. Directors were asked to continue thinking about how the Board can best allocate its budget, including ideas for Committee activities next year.

Virtual Appointments/Votes

The Board has been discussing via email changing its meeting location from Cloudport to Mechanics Hall.

--The Board decided by consensus to begin meeting at Mechanics Hall as soon as a contract can be signed.

Consent Votes (Colin)

--The minutes of the October 24, 2023 Board meeting were approved by consensus.

6. GM POLICY MONITORING

7:14 PM-7:26 PM

John presented the October financial reports and the B2: Financial Planning report and answered questions from the Board. John announced his plans to pay off all the Co-op's loans in 2024.

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

7. BREAK

7:27 PM-7:43 PM

8. BOARD POLICY MONITORING

7:44 PM- 7:53 PM

The Board reviewed Board policies C5: Directors' Code of Conduct, C6: Officers' Roles, C7: Board Committee Principles and C8: Governance Investment. The Board agreed that it was in compliance with the exception of C5.5: the 80% attendance requirement, which has not been enforced. The Board decided to rework this policy so that it may be more useful.

9. COMMITTEE REPORTS

7:54 PM-8:14 PM

Amy provided a Perpetuation Committee update, with input from Suzette and Sonya.

10. OPEN FORUM/CLOSING

8:15 PM-8:18 PM

Everyone (including the 4 M-O. guests who are interested in possibly joining the board) liked having the time at the beginning to get to know one another over a shared meal.

11. NEXT MEETING

8:19 PM

The next Board meeting will be 6:30-8:30 PM Tuesday December 19, one hour for business, one hour for a holiday party, location TBD.

12. EXECUTIVE SESSION

8:20 PM-8:59 PM

The Board entered Executive Session to discuss a few confidential matters.

At 8:59 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant