

**PORTLAND FOOD CO-OP Board of Directors**  
**Meeting Minutes**  
**March 24, 2020**

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Board Members Present: Julianne Baroody, President; Melissa Emerson, Vice-President; Andrew Magoun, Treasurer; Sarah Alexander; Colleen Finnell; Tim Lynch

Board Members Absent: Mary Malia, Secretary; Lien De Brouckere

Also Present: John Crane, General Manager; Sarah Braik, Board Assistant; Hether Thayer, Cooperative Board Leadership Development (CBLD) consultant

CALL TO ORDER  
7:09 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS  
7:09 PM-7:18 PM

The Principle 6 (P6) conference has been canceled and Cooperative Board Leadership (CBL) 101 has been postponed.

Directors were asked to register for and attend two Columinate workshops: Financial Training for Directors and Strategic Process for Top Leadership Teams.

Melissa led a team-building exercise.

2. AGENDA REVIEW  
7:19 PM

3. APPROVE MINUTES OF FEBRUARY 25 MEETING  
7:20 PM

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

4. ADMINISTRATIVE ITEMS  
7:21 PM-7:35 PM

--The Board approved by consensus the National Cooperative Grocers (NCG) agreement to continue to be members of NCG and to authorize John (GM) to be the designated representative. Julie will sign and return before the March 31 deadline.

--The Board agreed by consensus to hold the Co-op's annual business meeting via Zoom on April 30 from 7-8 PM. A recording will be available for those MOs who can not attend.

#### 5. MEMBER-OWNER FEEDBACK

7:36 PM

No members provided feedback this month.

#### 6. GM UPDATES AND MONITORING/POLICY REVIEW

7:37 PM-7:59 PM

John presented the monthly financial reports, described measures being taken to protect staff and customers during the COVID-19 outbreak and answered questions from the Board.

--The Board approved by consensus the A1 Ends report presented but not approved at the February meeting.

#### 7. BOARD POLICY MONITORING

8:00 PM-8:14 PM

Andrew presented highlights of the Board's monitoring of policy D4: Monitoring the GM and the Annual Self-Reflection Survey and answered questions from the Board.

#### 8. COMMITTEE REPORTS

8:15 PM-8:27 PM

The Perpetuation Committee presented the slate of candidates and the Board made final plans for the election process.

--The Board approved the slate of candidates by consensus.

The Dividends Committee presented the Co-op attorney's recommended language for the bylaws changes approved in January.

--The Board approved the recommended language by consensus, and finalized plans for presenting the bylaws to the membership in advance of the annual meeting.

The Equity Committee report was tabled.

#### 9. EXECUTIVE SESSION

8:28 PM-8:56 PM

The Board met in executive session to plan the GM review and compensation processes.

10. CLOSING FORUM

8:57 PM-8:58 PM

11. NEXT MEETING

8:59 PM

The next Board meeting will be Tuesday, May 26, 2020 from 7:00-9:00 PM either in person or remotely, depending on circumstances.

At 9:00 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik  
Board Assistant