

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
February 26, 2019

Board Members Present: Julianne Baroody, President; Melissa Emerson, Vice-President; Elizabeth Chapman; Rachelle Curran Apse; Tim Lynch (by phone); Mary Malia; Chris Stacey; Megan Banner Sutherland

Board Members Absent: Erin Smith, Secretary; Andrew Magoun, Treasurer; Sarah Alexander

Also Present: John Crane, General Manager; Laura Mailander, Andy Marshall, Colleen Finnell, Prospective Board members; Sarah Braik, Board Assistant

CALL TO ORDER

7:01 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:02 PM-7:05 PM

The Board welcomed prospective Board candidates. During the next Executive Committee meeting, Elizabeth and Andrew will bring a proposed agenda for the March 26 session with Cooperative Development Services (CDS) consultant Jade Barker. Any Board member who wants to contribute to that agenda review should participate in the Executive Committee meeting.

2. AGENDA REVIEW

7:06 PM

3. APPROVE MINUTES FROM JANUARY 22 MEETING

7:07 PM

--The Board approved the January 22 minutes by consensus.

4. MEMBER-OWNER FEEDBACK

7:08 PM

The Board heard from a Member-Owner (MO) who was moving and wished to have his preferred shares repaid. The request was referred to John (GM), who replied promptly and acted on paying back the preferred shares.

5. GM UPDATES AND MONITORING/POLICY REVIEW

7:09 PM-7:42 PM

John reported that the financial review has been completed and confirmed that 2018 was a profitable year.

John presented the A1: Ends report and answered questions from the Board. He reported that the revised Ends policy enabled him to create a more succinct report. He requested that next summer the Board spend time assessing the operational definitions and interpretations. Possible changes to discuss include combining C and D of interpretation #3 and broadening the interpretation of #3E.

-The Board accepted by consensus the A1: Ends report as being in compliance, finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

Monthly Board Self-Monitoring Report C8: Governance Investment

Julie presented highlights from the C8: Governance Investment survey, which was positive overall but recommended improvements in several areas of Board processes: training/orientation and document storage.

A proposal was made to amend policy C6.4 as agreed upon at the November meeting by inserting the following bolded text "The president will chair and, **in consultation with board members**, set the agenda for Board meetings."

--The proposal was accepted by consensus.

6. SOCIAL TIME

7:43 PM-7:57 PM

7. EDUCATION AND EVOLUTION

7:58 PM-8:21 PM

Elizabeth presented a proposal to create a Board/Member-Owner Liaison role. The Board reviewed and discussed the proposed charter and description of roles and responsibilities, suggesting several

amendments. The Board determined that a Committee should be created to fulfill this role. Elizabeth and Rachelle will use the feedback to create a revised proposal to present at the May Board meeting. She will also ask for additional Committee members.

8. OPEN FORUM

8:22 PM-8:23 PM

9. EXECUTIVE SESSION

8:24 PM-9:16 PM

The Board met in Executive Session to discuss two confidential matters.

10. NEXT MEETING

9:16 PM

The next Board meeting will be Tuesday March 26, 2019 from 7:00-9:00 PM at 409 Cumberland Avenue.

At 9:16 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik
Board Assistant