

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
May 28, 2019

Board Members Present: Julianne Baroody, President; Melissa Emerson, Vice-President; Mary Malia, Secretary; Andrew Magoun, Treasurer; Sarah Alexander; Lien DeBrouckere; Colleen Finnell; Tim Lynch; Diane Rood

Also Present: John Crane, GM; Sarah Braik, Board Assistant

CALL TO ORDER

7:10 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:10 PM-7:30 PM

New Board members were assigned Board buddies.

2. AGENDA REVIEW

7:31 PM-7:32 PM

3. APPROVE MINUTES FROM MARCH 26 MEETING

7:32 PM-7:34 PM

--The Board approved the March 26 minutes by consensus.

4. CERTIFY ELECTION RESULTS

7:35 PM-7:40 PM

The Board certified the election results.:Member-Owners (MOs) elected Directors Lien DeBrouckere, Colleen Finnell and Diane Rood and approved both bylaws changes.

5. ELECTION OF BOARD OFFICERS

7:41 PM

The Board elected Julianne Baroody President, Melissa Emerson Vice President, Andrew Magoun Treasurer, and Mary Malia Secretary.

6. APPOINTMENT OF COMMITTEE CHAIRS

7:42 PM- 7:44 PM

The Board approved the appointment of Sarah Alexander as Chair of the Perpetuation Committee. Sarah asked one or more of the new members to join her Committee.

7. CONFLICT OF INTEREST DISCLOSURE FORM

7:45-7:50 PM

All Directors were asked to sign a conflict of interest disclosure form. The Policy Register has always included a conflict of interest clause but the Executive Committee has decided to formalize it as an affirmative acknowledgment.

8. SOCIAL TIME

7:51 PM-8:09 PM

9. MEMBER-OWNER FEEDBACK

8:10 PM-8:14 PM

A Director heard from someone who thought the store could do more to encourage customers to bring their own containers. The store has been adding signage that is making it easier to buy in bulk.

10. GM UPDATES AND MONITORING/POLICY REVIEW

8:15 PM-8:53 PM

John (GM) presented first quarter financial reports and answered questions from the Board.

John presented the B1: Financial Condition and Activities report and answered questions from the Board.

-The Board accepted by consensus the B1: Financial Condition and Activities report as being in compliance, finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance, with the exception of B2.2 EBITDAP (Earnings Before Interest, Taxes, Depreciation/Amortization and Patronage) and B2.4 Debt to Equity Ratio, and approved John's plan for correction.

Andrew presented highlights from the Board's monitoring of policies D1, D2, D3: Unity of control, GM accountability, and Delegation to GM and answered questions from the Board. The Board decided to review the wording of D1.2 "GM can refuse Board members/committees requests" at a future meeting.

11. BOARD RETREAT

8:54 PM-9:01 PM

The Board finalized the agenda and logistics for its annual retreat, to be held on Sunday June 2.

12. CLOSING FORUM

9:02 PM

13. NEXT MEETING

9:03 PM

The next Board meeting will be Tuesday June 25, 2019 from 7:00-9:00 PM at 409 Cumberland Avenue.

At 9:03 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik
Board Assistant