

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
May 26, 2020

Board Members Present: Julianne Baroody, President; Melissa Emerson, Vice-president and Interim Treasurer; Mary Malia, Secretary; Sarah Alexander; Mary Becker; Lien De Brouckere; Justin Dewalt; Colleen Finnell; Emily Lefebvre; Kerry Vachon; Siobhan Whalen

Also Present: John Crane, General Manager; Hether Thayer, Columinate Consultant; Sarah Braik, Board Assistant

CALL TO ORDER
7:05 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS
7:05 PM-7:17 PM

The Board retreat will be held online June 14, 9am-12pm. An additional half day may be scheduled in the future.

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

Mary led a team-building exercise.

2. PRELIMINARIES
7:18 PM-7:23 PM

Julie reviewed the agenda and new Directors were assigned Board buddies.

3. ADMINISTRATIVE ITEMS
7:24 PM-7:30 PM

--The Board approved by consensus the March 24 minutes.

--The Board approved by consensus the 2020 Ends Report presented but not approved at the March meeting.

--The Board approved by consensus the following officer appointments: Treasurer: Melissa (interim), Secretary: Mary, Vice president: Melissa, President: Julie.

New directors were reminded to sign and date the conflict of interest statement.

John (GM) made available the documentation of the annual financial review and the directors and officers insurance policy.

4. MEMBER-OWNER FEEDBACK

7:31 PM

No members provided feedback this month.

5. GM UPDATES AND MONITORING/POLICY REVIEW

7:32 PM-8:00 PM

John presented the B5: Treatment of Customers report and answered questions from the Board.

--The Board accepted by consensus the B5: Treatment of Customers report as being in compliance, finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

John presented the B1: Financial condition Q1 report and answered questions from the Board.

--The Board accepted by consensus the B1: Financial condition Q1 report as being in compliance, finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

6. BREAK

8:01 PM-8:04 PM

7. BOARD POLICY MONITORING

8:05 PM-8:11 PM

Due to a technical glitch the D1: Unity of Control, D2: GM Accountability & D3: Delegation to GM survey needs to be completed again for review at the June meeting. Julie described the process to the new directors and asked for a volunteer to take over the administration of Board policy monitoring.

8. COMMITTEE REPORTS

8:12 PM-8:44 PM

The Perpetuation Committee presented the election results.

--The Board certified the election results by consensus.

The Board conducted a debrief of the annual meeting and the elections process and made several suggestions for next year.

Lien provided a status update of the Equity Committee, including a proposed 3-6 month work plan. The Committee is actively seeking additional members from among staff, Board and the general membership.

9. EDUCATION AND EVOLUTION

8:45 PM-9:10 PM

The Board discussed the GM review and compensation process and suggested several modifications. Two directors were appointed to review the draft request for proposal to present to the Executive Committee for inclusion in the June Board packet.

10. CLOSING FORUM

9:11 PM

11. NEXT MEETING

9:12 PM

The next Board meeting will be Tuesday, June 23, 2020 from 7:00-9:00 PM remotely.

At 9:12 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik
Board Assistant