

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
July 26, 2022

Present: Mary Becker, Co-president; Kerry Vachon, Co-president and Acting Treasurer; Cameron Brookfield; Chloe Minagawa; Amy Morse; Davinica Nemptzow and Heather Pittard

Also present: John Crane, General Manager; Sarah Braik, Board Assistant

Absent: Justin DeWalt, Secretary; Emily Lefebvre

CALL TO ORDER
7:03 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS
7:03 PM-7:08 PM

Heather led a team-building exercise.

2. PRELIMINARIES
7:08 PM-7:11 PM

Heather reviewed the agenda and facilitated the meeting.

3. MEMBER-OWNER FEEDBACK
7:11 PM

No feedback was received this month.

4. ADMINISTRATIVE ITEMS
7:12 PM-7:52 PM

--The Board approved by consensus the June 28 minutes and the June 28 executive session minutes.

Mary reviewed the Executive Committee discussion around the option of members attending board meetings remotely. Members agreed to try to attend in person but understand that meeting remotely is an option- Mary and Kerry as ed that they have advanced notice for this so the zoom links can be sent. Board members need to remember to bring their laptops to board meetings in case another member is attending remotely.

John (GM) presented the proposed adopting the new board policy governance template from Cooperative Board Leadership Development (CBLD).

–The Board agreed by consensus to adopt this new template.

Davinica and Chloe presented their draft revision of the Board community agreement and heard suggestions from the Board. They will present a revised version to the Board at the next meeting.

The Board discussed an alternative to the monthly Board self-monitoring survey system used in the past, as it was too time-consuming. Columinate consultant Hether Frayer recommended including one policy section in each Board packet so that Directors can evaluate in comment boxes. If comments indicate a need for discussion then the Board will discuss. This will start in October.

John described the process for dividend payments. This is the second year the Co-op has been profitable enough to pay taxes. The accountant recommended and John proposed distributing 20% of the net income associated with member purchases (\$16,427) and retaining 80% (\$82,000). Dividends will be distributed as store credits unless a MO requests a check. As the cut off is \$5, only the top 200 to 300 shoppers will receive dividends. The Board will write two explanatory letters, one for all MOs and one for those who are receiving dividends. John will work on some marketing about this.

–The Board accepted by consensus the proposal to distribute 20% of net income associated with member purchases as store credits.

The annual Board retreat has been set for Sunday October 2.

Mary introduced the slate for Board treasurer, Cameron Brookfield, and for Board secretary, Amy Morse, to serve terms ending May 2023

–The Board elected by consensus Cameron Brookfield as treasurer and Amy Morse as secretary.

5. GM POLICY MONITORING

7:53 PM-8:14 PM

John presented store updates, June financial statements and the B1: Financial Condition Q2 report; and answered questions from the Board.

--The Board accepted by consensus the B1: Financial Condition Q2 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 B.1. 2. Allow operations to generate an inadequate net income, accepting John's plan of correction.

6. BREAK

8:15 PM-8:20 PM

7. EDUCATION AND EVOLUTION

8:20 PM-8:52 PM

John described how the Co-op makes purchasing decisions and how this has changed over the years. Local food comprises 36% of sales. The Co-op supports black and indigenous suppliers as much as it can, and tries not to compete with local, ethnic food stores. The aim is to stock a combination of good, better and best items so that the Co-op can be a store anyone can shop at. John shared some of his dreams for future Co-op expansion.

8. COMMITTEE REPORT

8:53 PM-8:58 PM

There was no Perpetuation Committee update.

The Equity Committee presented its updated charter and answered questions from the Board.

–The Board approved the Equity Committee charter by consent.

9. OPEN FORUM/CLOSING

8:59 PM-9:00 PM

The Board agreed that there was a high degree of participation from everyone and that the Equity Committee Charter was well-done.

11. NEXT MEETING

9:00 PM

The Board will take August off, though all Board members are encouraged to attend the August Executive Committee meeting. The next Board meeting had been scheduled for Tuesday September 27, 2022 from 7:00 PM-9:00 PM at Cloudport, but as that is Rosh Hashanah it will be rescheduled for a different date in September, to be determined.

At 9:00 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant