

**PORTLAND FOOD CO-OP Board of Directors**  
**Meeting Minutes**  
**January 24, 2023**

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Present: Mary Becker, Co-president; Kerry Vachon, Co-president; Chloe Minagawa, Treasurer; Amy Morse, Secretary; Emily Lefebvre; Davinica Nemptow; Heather Pittard and Sonya Raab

Also present: John Crane, General Manager; Sarah Braik, Board Assistant; John Minagawa, Colin Vettier and Suzette Bois, Member-Owners

**CALL TO ORDER**

7:03 PM

**1. WELCOME/CHECK-IN/ANNOUNCEMENTS**

7:03 PM-7:20 PM

Heather led a team-building exercise.

Kerry announced that Sonya Raab has been appointed to the Board through April. She will be eligible to run for election to a full term (three years) in April. Two other Board appointments are pending. All Board officer positions are up for re-election in May. Chloe has expressed willingness to serve as Board President (leaving Treasurer open to fill), though others may put themselves forward as well.

**2. PRELIMINARIES**

7:21 PM-7:28 PM

Kerry reviewed the agenda and facilitated the meeting.

**3. MEMBER-OWNER FEEDBACK**

7:29 PM-7:31 PM

Most emails were from Member-Owners (MOs) interested in attending Board meetings. One MO inquired about potential store expansion to Biddeford. The nascent Woodfords Farmers Market inquired about register round up and corporate sponsorships.

**4. ADMINISTRATIVE ITEMS**

7:32 PM-7:44 PM

--The Board approved by consensus the November 29 minutes.

--The Board approved by consensus John's (GM) taking over some of the agenda and packet responsibilities, previously the purview of the Executive Committee.

--The Board approved by consensus the addition of John to the store's health insurance plan, including the new SIMPLE IRA.

--The Board approved by consensus the annual meeting date and location: Thursday April 20 at Mechanics Hall.

## 5. GM POLICY MONITORING

7:45 PM-8:06 PM

John presented store updates, November/December financial reports and the B1: Financial Condition report; and answered questions from the Board. 2022 store sales exceed \$7 million. The Co-op is in solid financial condition, the debt to equity ratio being one. The Co-op will pay off all of its debts in 2024. John has begun offering a simple IRA plan to staff, with nine or ten participating.

--The Board accepted by consensus the B1: Financial Condition monitoring 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.1.6: Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed. Due to a glitch in transferring to an electronic billing system, fourth quarter income tax withholding payments were late. They have now been paid and the new system is working well.

## 6. BREAK

8:07 PM-8:14 PM

## 7. EDUCATION AND EVOLUTION

8:15 PM-8:34 PM

Amy presented a summary report of Board member exit interviews and action plan for incorporating suggestions, and facilitated a discussion. She stressed the importance of adequate orientation, clarity about roles and committees, and providing opportunities for growth, as well as greater consistency interviewing Board candidates and transparency regarding the elections process. She proposed that the Board approve the draft proposal for the exit interview process and follow up, which will be fully developed by the Perpetuation Committee and presented to the Board in February for implementation by the Committee.

--The Board approved by consensus the draft proposal for the exit interview process and follow up.

## 8. COMMITTEE REPORTS

8:35 PM-9:02 PM

Emily presented the Perpetuation Committee report. She reviewed the 2023 Board Elections 101 document she created which includes the timeline, cold call scripts, and info session dates. The application is still being developed. Heather and Davinica brought up the possibility of setting up a Google Voice account so calls can be made with a 207 area code and of setting up a table at the store so Board members can talk with shoppers about the Board and Board membership.

Davinica presented the Equity Committee report. The Committee met in December and is in the process of revising its charter and creating a new action plan. However, until there is a full Board, the Committee will be on hiatus. Davinica reminded the Board that equity will remain a priority in all activities of the Co-op and the Board, even though the Committee will not be holding formal meetings.

#### 9. OPEN FORUM/CLOSING

9:03 PM-9:13 PM

The Board welcomed Sonya. Directors were impressed by the Education and Evolution segment. The Board agreed that when non-Board members unfamiliar with Board processes are present, there may be times when we will need to explain to guests that they may not understand or be able to follow along with the discussion, as there is insufficient time to provide the background.

#### 10. NEXT MEETING

9:13 PM

The next Board meeting is scheduled for Tuesday February 28, 2023 from 7:00 PM-9:00 PM at a location to be determined. There will be an option to attend via Zoom as well.

At 9:13 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant