

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
February 28, 2023

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

Also present: John Crane, General Manager; Hether Frayer, Columinate Consultant; Suzette Bois, Carolyn Elliott-Farino, Martha Lefebvre, Natasha Rose Lombardi, Margot Mazur, Linsey Ruhl, Member-Owners; Sarah Braik, Board Assistant

CALL TO ORDER

7:00 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:00 PM-7:25 PM

Mary facilitated introductions.

The Board welcomed new Directors John Minahan and Colin Vettier.

Emily led a team-building exercise.

Mary announced that Columinate Consultant Hether Frayer will be facilitating the meeting and may be asked to facilitate from time to time.

2. PRELIMINARIES

7:26 PM

Hether reviewed the agenda.

3. MEMBER-OWNER FEEDBACK

7:27 PM-7:28 PM

Amy reported that seven Member-Owners (M-Os) contacted the Board this month to express interest in attending Board meetings.. and one asked if we had considered a Portland Food Co-op site in Biddeford.

4. ADMINISTRATIVE ITEMS

7:29 PM-7:37 PM

--The Board approved by consensus the January 24 minutes pending a few proposed edits.

Chloe led a discussion of the Board's contribution to the annual meeting and annual report. Emily, Davinica and Sonya offered to help plan the event, in close coordination with John (GM). Emily agreed to emcee the meeting. Mary and Kerry will coordinate the Board letter to be included in the annual report.

5. GM POLICY MONITORING

7:38 PM-8:13 PM

John presented store updates, the B1: Financial Condition 2022 report and the A1: Ends Statement report, and answered questions from the Board.

--The Board accepted by consensus the B1: Financial Condition 2022 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.1.2. Allow operations to generate an inadequate net income and B.1.6: Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed. Both issues have been corrected and are now in compliance.

The Board decided to continue discussion of the A1: Ends Statement report at its next meeting, as there was insufficient time to fully examine it.

6. BREAK

8:14 PM-8:18 PM

7. EDUCATION AND EVOLUTION

8:19 PM-8:47 PM

M-O and former Board member Rachelle Curran Apse shared some of her learnings as Board President during the transition from buying club to store front, and led a discussion about how the Board can adapt itself to the new stage of maturity the Co-op has entered and best plan for the future.

8. COMMITTEE REPORTS

8:48 PM-9:02 PM

Emily presented the Perpetuation Committee report and made two proposals: one to enable the appointment of non-Board member M-Os to the Perpetuation Committee and the other to change the Policy Register to require that a candidate attend at least 1 board meeting before the candidate slate is announced to Member Owners. The purpose is to extend the time period for recruiting in order to attract more candidates. This would enable those M-Os present at the March meeting to apply for Board candidacy.

--The Board approved the proposal to enable the appointment of non-Board member M-Os to the Perpetuation Committee by consensus

--The Board decided to make a policy exception this year to prospective Board candidates to apply for Board candidacy after attending tonight's Board meeting. Next year the Perpetuation Committee will consider starting the recruitment process earlier.

Amy provided updates on the action plan. The exit interview process has been approved and in March the role description of the Board buddy and the orientation checklist for new directors will be finalized. The next step will be to create an orientation checklist for Board officers. Amy also presented a few other steps taken to standardize how Board candidates are presented to M-Os.

A discussion of Board engagement was tabled. Davinica will share her ideas with the Board via email.

The Equity Committee report was tabled.

9. OPEN FORUM/CLOSING

9:03 PM-9:05 PM

The Board was impressed with the work of the Perpetuation Committee. Hether asked each participant to describe the meeting in one word, and responses were very positive.

10. NEXT MEETING

9:05 PM

The next Board meeting is scheduled for Tuesday March 28, 2023 from 7:00 PM-9:00 PM at the Jewish Community Center. There will be an option to attend via Zoom as well.

At 9:05 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant