

**fPORTLAND FOOD CO-OP Board of Directors**  
**Meeting Minutes**  
**January 23, 2024**

Present: Colin Vettier, President; Amy Morse, Vice President; Martha Lefebvre, Secretary; Linsey Ruhl, Treasurer; Sonya Raab

Also present: John Crane, GM; Suzette Bois and Callie Field, Member-Owners; Sarah Braik, Board Assistant

Absent: Natasha Rose Lombardi

CALL TO ORDER

6:33 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

The March Board meeting will be held on March 19, from 6:30-8:30 PM and the March executive committee meeting will be held on March 5.

6:33 PM

Colin welcomed everyone to the meeting and everyone introduced themselves.

2. PRELIMINARIES

6:34 PM-6:35 PM

Colin reviewed the agenda.

3. READING OF THE ENDS

6:36 PM

4. MEMBER-OWNER FEEDBACK

6:36 PM-6:41 PM

As Mikey was not able to attend this meeting, no update was provided.

Two former Board members are interested in serving on committees.

The Perpetuation Committee proposed that the Board host educational opportunities in the Co-op cafe, proposed several topics and asked the Board for their ideas. The Committee will follow up at their next

meeting and with John (GM).

## 5. ADMINISTRATIVE ITEMS

6:42 PM-7:14 PM

### **Administrative Items (Non-Consent Agenda)**

The Board decided by consensus to add a December meeting (possibly earlier in the month of December) to its calendar, for a total of ten Board meetings annually.

### **Updates**

Emily Lefebvre has resigned from the Board.

It is time to prepare the annual GM performance review letter. The Board decided to plan this via email.

Linsey offered to write the Board letter for the annual report.

The Board began discussing ideas for the E&E (Education and Evolution) portion of the Board meetings and agreed to follow up via email.

Board meetings will no longer be recorded unless there is a specific need.

Linsey provided a Treasurer's report and the Board decided to finalize the 2024 budget at its February meeting during the E&E section..

The Board will review the 2024-2025 calendar in June. Directors were asked to look at it now and make a note of anything that seems to be missing or that should be added.

### **Consent Agenda**

--The minutes of the November 28, 2023 and the December 19, 2023 Board meetings and the November 28, 2023 executive session minutes were approved by consensus.

### **Virtual Appointments/Votes**

The Board approved an increase in the Board Assistant's hours and hourly rate of pay via email this past month.

## 6. GM POLICY MONITORING

7:15 PM-7:31 PM

John presented the December financial reports and the B1: Financial Condition Q4 report and answered questions from the Board. Store profits will enable the Co-op to revamp the produce section, the cashier area and the cafe in the coming year.

--The Board accepted by consensus the B1: Financial Condition Q4 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 B1.1 and B1.2. Sales increase over the previous year was 2.5% rather than the budgeted 5% and John made more capital expenditures than budgeted for, including repairs, new shelving and staff bonuses. John is confident that income will more than cover these needed expenditures. The Board accepted John's explanation and plan of correction.

## 7.BREAK

7:32 PM-7:42 PM

## 8. COMMITTEE REPORTS

7:43 PM-7:48 PM

Amy provided a Perpetuation Committee update, with input from Suzette and Sonya.

## 9. EDUCATION AND EVOLUTION

7:48 PM-7:58 PM

The Board discussed its tasks in preparation for the 2024 annual meeting. Sonya will take the lead and delegate tasks to other Directors.

### Bylaws changes

John proposed two bylaws changes, to allow the Board greater flexibility in scheduling the annual meeting and in when officers are elected.

### Section 3.1 revision:

"A meeting of the Member-Owners shall be held each year at a time and place to be determined by the Board. The purpose of such meetings shall be to hear reports on governance, operations and finances, to review issues that vitally affect the Co-op, and to transact such other business as may properly come before the meeting."

### Section 6.2 revision:

"The Board will designate officers as necessary for the effective conduct of Board business, consistent with any requirements of state law.

Officers shall serve for terms of one year or until election of their successors. Officers may be removed and replaced by the Board at any time whenever the best interests of the PFC would thereby be served."

–The Board approved the bylaws changes by consensus. They will go to the membership for final approval at the annual meeting.

#### 10. BIKE RACK/FOLLOW UP ITEMS

7:59 PM-8:23 PM

Martha and Amy reviewed progress in addressing bike rack items and issues raised at the Board retreat. Plans were made for resolving issues not yet settled, including job descriptions for officers and revisions to the Code of Conduct.

#### 11. OPEN FORUM/CLOSING

8:23 PM

The meeting was adjourned in preparation for the Executive Session

#### 12. NEXT MEETING

8:23 PM

The next Board meeting will be 6:30-8:30 PM Tuesday February 27, 2024 at Mechanics Hall.

#### 13. EXECUTIVE SESSION

8:28 PM-8:48 PM

The Board entered Executive Session to discuss Board candidates.

At 8:48 PM the executive session was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant