

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
February 27, 2024

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

Also present: John Crane, GM; Suzette Bois, Robin Loré, Alyssa Orr, Earnest Braun, George Giese, and Pedro Vazquez, Member-Owners; Sarah Braik, Board Assistant

Absent: Natasha Rose Lombardi

CALL TO ORDER

6:30 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

6:30 PM-6:33 PM

Colin welcomed everyone to the meeting and facilitated introductions.

2. READING OF THE ENDS

6:34 PM-6:35 PM

Colin reviewed the agenda.

3. PRELIMINARIES

6:36 PM

4. MEMBER-OWNER FEEDBACK

6:36 PM-6:38 PM

As Mikey was not able to attend this meeting, no Member-Owner (M-O) Support Group update was provided. Sonya informed the Board that the group is on hiatus until after the Board election.

The Board received an email from a customer concerned that the Co-op sells products that are from Israel. John responded to her that as the Co-op only removes items from companies with unfair labor practices, he wouldn't be taking any items off the shelves at this time. He gave her other options for the product she wanted that are manufactured in the US.

5. ADMINISTRATIVE ITEMS

6:39 PM-7:10 PM

Administrative Items (Non-Consent Agenda)

Linsey will write the Board letter for the annual report.

Colin will write the GM review letter and distribute by email for virtual approval.

The Board reviewed proposed changes to the Board Code of Conduct. The proposed changes will afford greater clarity and flexibility.

--Updated Board Code of Conduct section C5.5 attendance was approved by consensus.

--Board Code of Conduct section C.5.8 was amended to include a clause recommended by Columinate: "Directors will not exhibit violent, oppressive or racist behaviors or speech."

Updates

Sonya provided an annual meeting planning update.

The Board discussed ideas for future Education and Evolution agendas.

--The Board approved by consensus the appointment of Sonya to complete John Minagawa's term so that she can serve a total of three years.

Consent Agenda

--The minutes of the January 23, 2023 Board meeting and executive session were approved by consensus.

6. GM POLICY MONITORING

7:10 PM-7:41 PM

John presented the January financial reports and the A: Ends Report and the B1: Financial Condition FY 2023 report and answered questions from the Board.

--The Board accepted by consensus the A: Ends Report and the B1: Financial Condition FY 2023 report as being in compliance, finding them to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

7.BREAK

7:42 PM-7:51 PM

8. COMMITTEE REPORTS

7:51 PM-8:08 PM

Sonya reviewed the Board application process and answered questions from prospective candidates and other guests. A Member-Owner who was present asked a question about boycotting products and this was discussed.

9. EDUCATION AND EVOLUTION

8:09 PM-8:34 PM

The Board discussed the 2024 Board budget, which has \$8,000 in as-yet unallocated funds. The Board budget consists of 0.35 percent of the total Co-op budget. Options discussed were M-O events and compensation for Board members. It is common practice for most co-op boards to be compensated, usually by in-store discounts or stipends. The Board agreed that whatever is decided it must be equitable. As the current bylaws prohibit compensation, Linsey will draft a proposed bylaws change enabling compensation. This discussion will continue at the next Board meeting.

10. BIKE RACK/FOLLOW UP ITEMS

8:35 PM

All retreat items have been assigned and the Board is on schedule for completing them.

11. OPEN FORUM/CLOSING

8:35 PM

The meeting was adjourned in preparation for the Executive Session.

12. NEXT MEETING

8:35 PM

The next Board meeting will be 6:30-8:30 PM Tuesday March 19, 2024 at Mechanics Hall and via Zoom.

13. EXECUTIVE SESSION

8:38 PM-8:49 PM

The Board entered Executive Session to discuss Board candidates.

At 8:49 PM the executive session was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant