

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
January 28, 2020

Board Members Present: Julianne Baroody, President; Melissa Emerson, Vice-President; Andrew Magoun, Treasurer; Mary Malia, Secretary; Colleen Finnell; Tim Lynch; Diane Rood

Board Members Absent: Sarah Alexander, Lien De Brouckere

Also Present: John Crane, General Manager; Sarah Braik, Board Assistant; Mike Hutchins, Siobhan Weland, Jenny Bliss, Justin DeWalt, Andrew Zarro, Kerry Vachon, Michael Hutchins, Prospective Board candidates; Salvatore Chappa, Member-Owner

CALL TO ORDER

7:00 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:01 PM-7:17 PM

Board members and prospective candidates are urged to attend Cooperative Board Leadership (CBL) 101 March 21 and the Principle 6 (P6) conference April 4.

2. AGENDA REVIEW

7:18 PM-7:21 PM

3. APPROVE MINUTES OF NOVEMBER 26 MEETING

7:21 PM

--The Board approved the November 26 minutes by consensus.

4. ADMINISTRATIVE ITEMS

7:22 PM-7:29 PM

The format of the Board's contribution to the annual report will be discussed in the upcoming Executive Committee call.

The Board reviewed suggested changes to Policy Register C5:5 Directors shall prepare for and attend all Board Meetings and trainings in person. With one edit, it was adopted by consensus.

The Board gave its approval by consensus for John (GM) to renew the store lease for six years.

5. MEMBER-OWNER FEEDBACK

7:30 PM-7:42 PM

Salvatore Chappa voiced concerns about staff turnover and wages, and reported that staff have created a green impact committee and a safety committee.

6. GM UPDATES AND MONITORING/POLICY REVIEW

7:43 PM-8:00 PM

John presented the B1: Financial Condition 4th Quarter 2019 and B1: Financial Condition for FY 2019 reports and answered questions from the Board.

--The Board accepted by consensus the B1: Financial Condition 4th Quarter 2019 finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

--The Board accepted by consensus the B1: Financial Condition for FY 2019 report finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance, with the exception of B1.2 Net Income and B1.4 Debt to Equity. The Board accepted John's plan of correction with the addition of a timeline.

Diane presented highlights of the Board's monitoring of policy C7: Board Committee Principles and answered questions from the Board. The Board decided to revise its committee evaluation expectations and appointed a group of directors to bring a proposal on this to the February Board meeting.

7. SOCIAL TIME

8:00 PM-8:05 PM

8. INTRODUCTION OF HETHER AND THANE

8:06 PM-8:24 PM

Introductions were made with new Cooperative Board Leadership Development (CBLD) consultants Hether Thayer and Thane Joyal via remote conferencing. The Executive Committee will bring a recommendation of dates and topics for 2020 CBLD trainings to the February Board meeting.

9. COMMITTEES

8:25 PM-8:51 PM

The Perpetuation Committee gave its report and outlined next steps in the Board recruitment process.

The Equity Committee presented its proposed charter.

--The Board approved the Equity Committee charter by consensus.

The Dividend Committee presented its proposal for adding a floor to dividend reimbursements and a process for unclaimed dividends to the bylaws. These changes have been sent to the Co-op's attorney for review.

10. CLOSING FORUM

8:52 PM-8:57 PM

Guests and Hether noted that energy, communication, democracy and trust among Board members were very apparent, and that the meeting was informative.

11. NEXT MEETING

8:58 PM

The next Board meeting will be Tuesday, February 25, 2020 from 7:00-9:00 PM at 409 Cumberland Avenue. Orientation for possible new board members starts at 6:00pm. All board members are invited to attend but not required.

At 8:58 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik
Board Assistant