

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
May 23, 2023

Present: Chloe Minagawa, Interim President; Colin Vettier, Interim Vice-President; John Minagawa, Interim Treasurer; Amy Morse, Secretary; Emily Lefebvre; Natasha Rose Lombardi; Heather Pittard

Also present: John Crane, General Manager; Michael Goldenberg, Elijah Lombardi, and Suzette Bois, Member-Owners; Sarah Braik, Board Assistant

Absent: Martha Lefebvre, Sonya Raab, Linsey Ruhl

CALL TO ORDER

7:00 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:00 PM-7:07 PM

Amy facilitated introductions.

Amy announced that she will start a parking lot for issues that need further discussion. Parking lot items will be included at the end of each Board packet.

Amy led a team-building exercise.

2. PRELIMINARIES

7:08 PM

Amy reviewed the agenda.

3. MEMBER-OWNER FEEDBACK

7:09 PM-7:11 PM

Board email this month included queries from another food co-op as to whether Board members are compensated, from a Member-Owner (MO) asking if we would consider adding electric vehicle charging stations, from the Festival of Nations asking how they can be included in Register Round-up; and a note from two MOs in appreciation of Annual Meeting and for the Co-op's participation in India Street cleanup on Earth Day. Amy noted that all of these questions and inquiries were responded to by her and/or John Crane in a timely manner.

4. ADMINISTRATIVE ITEMS

7:12 PM-7:32 PM

--The Board approved by consensus the March 28 minutes.

Emily presented the slate of officers: Chloe Minagawa, President; Colin Vettier, Vice-President; John Minagawa, Treasurer; and Amy Morse, Secretary.

--The Board voted by consensus to approve the slate of officers: Chloe Minagawa, President; Colin Vettier, Vice-President; John Minagawa, Treasurer; and Amy Morse, Secretary.

Chloe reported that all new Board members have submitted conflict of interest disclosure forms, and no conflicts were identified. All continuing Board members need to sign a new one, and this will be added to the annual May calendar. Emily agreed to take responsibility for sending out the requests to other board members to fill out the Conflict of Interest forms and to collect them and save them.

--The Board voted by consensus to remove Kerry Vachon and Mary Becker from the Co-op's Bangor Savings Bank accounts and to add Chloe Minagawa and Colin Vettier.

Chloe announced that a half-day retreat, including a financial refresher will be held on a weekend day in June. Chloe will send out a doodle poll.

Chloe suggested forming a sub-committee to plan a Board-staff picnic on a Sunday afternoon in July or August. John Minagawa offered to chair it.

Chloe recommended that a fall retreat be held from 9 AM-3 PM on a weekend in October to address strategic planning. Heather will take charge of finding a date when Hether Frayer, Columinate consultant, is available.

From now on Amy will ensure that any votes taken by email will be included in the following month's Board minutes.

Colin provided a rationale for his recommendation to increase Directors and Officers insurance coverage from \$1 million combined Board and employee coverage to \$1 million for Board coverage and \$1 million for employment-related liabilities. This is a matter of prudence as the store continues to grow. Colin's recommendation had been approved by email prior to this meeting.

The Board discussed a draft response to a dissatisfied customer and suggested edits. Heather offered to edit it for approval by email before the next Board meeting.

--The Board certified election results: Martha Lefebvre, Natasha Rose Lombardi and Linsey Ruhl.

Emily has been appointed to the Board to fill Davinica Nemptzow's vacant position via email prior to this meeting,.

5. GM POLICY MONITORING

7:33 PM-8:04 PM

John presented financial reports for March and April, as well as first quarter reports, and answered questions from the Board. He explained that the Co-op traditionally loses money in January and February but recoups the losses in March. Sales increase as the year progresses, and John fully anticipates making a profit at year's end.

John presented monitoring report B1: Financial Conditions and Activities and answered questions from the Board. He reported compliance with all parts of this policy, except: B1.1 Sales and B1.2 Net Income. These have come into compliance since March 31, the date of the report. Starting next year, John will budget income by the month, rather than as a monthly average, to account for seasonal variations, so that this issue does not recur.

--The Board accepted by consensus the B1: Financial Conditions and Activities monitoring report as being in compliance, finding them to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance, with the exception of B1.1 Sales and B1.2 Net Income. The Board found John's plan of correction acceptable.

6. BREAK

8:05 PM-8:10 PM

7. EDUCATION AND EVOLUTION

8:11 PM-8:27 PM

Chloe led a discussion of the Board's goals for next year. Suggested goals included strengthening connections with each other and with staff and MOs, ensuring the preservation of institutional knowledge, appointing co-chairs to all committees, committing to fill committees and support them year round, fostering a culture of being able to ask for help, and instituting a task management system so that all Board members can see what needs to be done and can volunteer for tasks. Chloe announced that she will hold office hours half an hour before the next Board meeting.

8. PERPETUATION COMMITTEE UPDATE

8:28 PM-8:34 PM

Emily updated the Board on the activities of the Committee. She would like to transfer some of her responsibilities to a co-chair. Anyone interested in learning more about the chair position should let Emily know.

The Committee has made several small changes to the committee charter and asked for any other suggested changes so that the charter may be presented for approval at the June Board meeting.

Amy updated on the Exit Interview Action Plan that was shared in the packet. She noted that the name of the Action Plan is changed to PFC Board Development and Engagement Action Plan.

The Committee has instituted the Board buddy system, created a 2-hour orientation for new Directors, and recommended several means of increasing Board community engagement.

The Board decided that stay interviews should be conducted three to four months after Directors begin their terms and annually for all board members.

Upcoming tasks include developing procedures for the above-mentioned tasks, developing a regular Committee meeting schedule, developing orientation checklists and presenting the results of recent exit interviews to the Board.

9. OTHER COMMITTEE UPDATES

8:35 PM-8:50 PM

John Minagawa proposed creating a Member Engagement Committee and presented a draft charter he and MO Michael Goldenberg developed. He asked for feedback on the charter and will present a final version for approval via email in the coming week. Also to be approved via email is the appointment of John and Michael as co-chairs of the Committee.

10. OPEN FORUM/CLOSING

8:51 PM-8:58 PM

The Education and Evolution discussion could have used more time. The Board will need to develop a means of ensuring continuation of discussions that were not completed during the meeting. The Board decided to share the Board packet with non-Board members who attend the meeting, ensuring that any sensitive or confidential matters will go in a separate executive session packet.

11. NEXT MEETING

8:58 PM

The next Board meeting will be 7-9 PM Tuesday June 27, 2023 at a location to be determined. Chloe will conduct office hours between 6:30 and 7.

At 8:58 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant