

PORTLAND FOOD CO-OP Board of Directors
Meeting Minutes
April 25, 2017

Present: Chris Stacey, *President*; Rachelle Curran Apse, *Vice-President*; Carolyn May, *Treasurer*; Matt Peters, *Secretary*; Julianne Baroody; Melissa Emerson; Taryn Hallweaver and Daniel Ungier (Quorum)

Absent: Chris Burnham, Anna Kent, and David Siegfried

Also present: John Crane, *General Manager*, and Sarah Braik, *Board Assistant*

CALL TO ORDER

7:03 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:04 PM-7:06 PM

The Principle Six conference will be held April 29. The Board briefly discussed the relevance of the Maine Association of Nonprofits Board Boot Camp to the Board's needs.

2. AGENDA REVIEW AND TIME CHECK

7:07 PM

3. APPROVE MINUTES FROM MARCH 28 MEETING

7:08 PM

--The Board approved the March 28 minutes by consensus, with a punctuation correction

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4. MEMBER-OWNER FEEDBACK

7:09 PM

No Member-Owners were present to provide feedback.

5. APPRECIATION OF OUTGOING DIRECTORS

7:09 PM-7:14 PM

The Board thanked Daniel Ungier for his service to the Board

6. DEBRIEF OF ANNUAL MEETING

7:15 PM-7:33 PM

The Board discussed what went well and suggested changes for next year. Member-Owners seemed particularly engaged in the business portion of the meeting and the food was very well-received, though few stayed for the contra dancing. Suggestions including the option of a two-hour event, with clear messaging about the agenda, and taking greater advantage of social media.

7. GM MONITORING REPORTS AND POLICY REVIEW

7:34 PM-7:50 PM

B1: Financial Condition Q1

John (the GM) presented the B1: Financial Condition report and answered questions from the Board.

--The Board accepted B1: Financial Condition by consensus, finding it to include reasonable operational definitions/interpretations, and evidence to support John's assertion of compliance, with the exception of B1.9. According to John's operational definition, compliance with B1.9 is demonstrated by a third-party review, which has not yet been completed this year. John stated that he believes this can be completed within the next six months, at which time the Board will review this section for compliance.

8. POLICY REVIEW

7:51 PM-8:09 PM

B1: Financial Condition

No changes were recommended to this policy

Policy Register Updates

The Board discussed several proposals to update the policy register to reflect current practice.

--The Board agreed by consensus to remove C1.7: Support Governance Committee in evaluating Board performance, as Board evaluation is adequately addressed by C2.5, and at present there is no active governance committee.

--The Board agreed by consensus to add to C2.2 "Any director who is also a paid employee may not participate in any executive session discussions or decisions related to the GM's annual review and compensation, in order to protect the GM's privacy as an employee of the Co-op" as C2.2b, with a see reference in C5.2.

--The Board agreed by consensus to remove reference the governance committee in C8.1, as at present there is no active governance committee.

Board self-monitoring: C1: Governing Style

The Board reviewed C1: Governing Style, which was positive. The one area the Board found most room to improve was diverse viewpoints. The general view was that although the Board does not discourage diverse viewpoints, it could do more to actively encourage the expression of diverse viewpoints.

9. SOCIAL TIME

8:09 PM-8:19 PM

10. BOARD PROCESSES

8:20 PM-8:50 PM

GM Annual Review and Compensation Processes

Daniel Ungier led the Board in a dialogue to become comfortable with expectations and purpose regarding the importance of GM compensation, so that the Board can speak and act with one voice on this topic.

The Board then determined next steps; the Executive Team will present an RFP at the May Board meeting and Chris (Board President) will review the proposed timeline and make recommendations at the May meeting.

11. EDUCATION AND EVOLUTION

8:50 PM-9:00 PM

The Board conducted its annual reflection and developed a list of priorities for the coming year. The Executive Committee will review the list and this discussion will be continued at the May Board meeting. It was suggested that in future the Board retreat be scheduled after the Ends report, as this report will be useful in the planning process, though the Board agreed there are pros and cons to each time of year, and no decision has yet been made.

12. BOARD RECRUITMENT AND MO-LINKAGE

9:00 PM-9:07 PM

The Executive Team proposed the creation of a Board Perpetuation and Recruitment Committee.

--The Board approved by consensus the creation of a Board Perpetuation and Recruitment Committee to be chaired by Melissa. Melissa will bring a list of possible tasds to the May Board meeting, where she and Carolyn will lead a discussion of the charter as well as a debrief of this year's election.

The Board decided to start the May Board meeting at 6:15 in order to conduct an orientation for new Board members.

13. MEETING EVALUATION

9:08 PM

TABLED

14. NEXT AGENDA

9:08 PM

The next meeting will be Tuesday May 23, 2017 from 6:15-9:00 PM.

At 9:08 PM, the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik
Board Assistant