

Portland Food Co-op Board of Directors

Meeting Minutes

May 23, 2017

Board Members Present: Rachelle Curran Apse, President; Taryn Hallweaver, Vice-President; Matt Peters, Treasurer, Elizabeth Chapman, Melissa Emerson, Timothy Lynch, Andrew Magoun, Carolyn May, Chris Stacey

Board Members Absent: Julianne Baroody, Secretary; Erin Covey-Smith (present for orientation but not Board meeting)

Also Present: John Crane, General Manager; Sarah Braik, Board Assistant

ORIENTATION FOR NEW BOARD MEMBERS
6:15 PM-7:10 PM

CALL TO ORDER 7:10 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS
7:10 PM-7:13 PM

Board members were asked to update their profiles and photographs for the website and their contact information for the Board roster.

2. AGENDA REVIEW AND TIME CHECK
7:14 PM

3. APPROVE MINUTES FROM APRIL 25 MEETING
7:15 PM
--The Board approved the April 25 minutes by consensus.

4. ELECTION OF OFFICERS
7:16 PM-7:17 PM

The Executive Committee proposed officers for 2017-2018 - President: Rachelle Curran-Apse, Vice President: Taryn Hallweaver, Treasurer: Matt Peters, Secretary: Julie Baroody.

--The Board accepted by consensus the proposal to appoint 2017-2018 officers: President: Rachelle Curran-Apse, Vice President: Taryn Hallweaver, Treasurer: Matt Peters, Secretary: Julie Baroody.

5. MEMBER-OWNER FEEDBACK
7:18 PM

No Member-Owners were present to provide feedback.

6. GM MONITORING REPORTS AND POLICY REVIEW
7:19 PM-7:51 PM

B6: Staff Relations and Compensation

John (the GM) presented the B6: Staff Relations and Compensation report and answered questions from the Board, primarily regarding providing stipends so that employees may purchase their own health care versus providing a health insurance plan.

--The Board accepted B6: Staff Relations and Compensation by consensus, finding it to include reasonable operational definitions/interpretations, and evidence to support John's assertion of compliance, with the exception of B6.4. They asked John to provide additional operational definitions and data to compare a health stipend vs. a health insurance plan, and to extend the interpretation to clarify that benefits meet industry standards by the July Board meeting.

No changes were recommended to B6: Staff Relations and Compensation

Monthly Board Self-Monitoring D1 - Unity of Control, D2 - GM Accountability, and D3 - Delegation to GM

TABLED (no survey has been scheduled for this month)

7. SOCIAL TIME

7:52 PM-8:02 PM

8. BOARD PROCESSES

8:03 PM-8:17 PM

Certification of Election Results

Chris proposed that the Board certify the election of Elizabeth Chapman, Erin Covey-Johnson, Timothy Lynch, and Andrew Magoun as directors, and changes to bylaws sections 1.4, 4.3, 4.9, 4.10, 6.3, and 7.3, all approved by a majority of voters.

--The Board accepted by consensus the proposal to certify the election of Elizabeth Chapman, Erin Covey-Johnson, Timothy Lynch, and Andrew Magoun and the changes to bylaws sections 1.4, 4.3, 4.9, 4.10, 6.3, and 7.3.

GM Annual Review and Compensation Processes

Chris led the Board in a discussion of a proposed request for proposal (RFP) and timeline.

--The Board accepted by consensus the proposed RFP and timeline, and agreed to conduct an executive session during the June Board meeting to review John's proposal.

9. BOARD RECRUITMENT AND MO-LINKAGE

8:18 PM-8:55 PM

Carolyn led a discussion of this year's recruitment and election process, from the perspectives of new and continuing Board members. Several suggestions were made for refining the process for next year.

Melissa led a discussion about chartering a Board Perpetuation and Recruitment Committee to define the scope and purpose of the charter. A proposal was made that Melissa bring a draft charter to the next Board meeting for approval.

--The Board accepted by consensus the proposal that Melissa bring a draft Board Perpetuation Recruitment charter to the June Board meeting.

10. MEETING EVALUATION

8:55 PM-9:03 PM

The Board asked for feedback from the newly-elected Directors on the meeting process and issues raised. Discussion focused on clarifying the roles of Board outreach and store operations outreach.

11. NEXT MEETING

9:04 PM

The next meeting will be Tuesday June 27, 2017 from 7:00-9:00 PM.

At 9:04 PM, the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik
Board Assistant