

FREE RANGE FOOD CO-OP – Board Meeting Minutes

January 19, 2023

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Directors: Lois Bendix, Tom Connolly, Casey Dabrowski, Shara Dabrowski, Garrett Holl, Brandon Otway, Ellen Smilanich, Lydia Williams

Staff: N/A

Absent: None

Guests: None

Late arrivals/early departures: None

Call to Order: Brandon called meeting to order at 6:38pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda: Removed item 11.b Approval of Code Of Conduct updates
 - a. This agenda has 120 minutes scheduled.
 - b. There are 0 extra minutes for a closed session or topic extensions/additions.
3. Public comment acknowledgement: No comments
4. Consent agenda:
 - a. January meeting minutes
 - b. Board Development team report
 - c. Business Plan team report - none submitted
 - d. Community Investment Campaign team report
 - e. Financial Statements
 - f. GM Search team report
 - g. Marketing team report
 - h. Owner Engagement team report
 - i. Site Selection team report

MOTION to approve the Consent Agenda with no additions or deletions made by Casey. Ellen seconded. Motion carried.

5. Policy review
 - a. A - Ends
 - b. C4 - Board Meetings
6. Review Annual Calendar
7. Events Calendar Review
8. Finance Report
 - a. Running over on a few items that were not budgeted for when it was approved and are being newly tracked.
9. Team Check-ins:
 - a. Board Development: Met last week, working on ownership transfer policy.
 - b. Business Plan: No updates.
 - c. Community Investment Campaign: Met with Katie on Monday. Two team members will be taking the lead on updating the CIC Coordinator job description.
 - d. Finance: No updates.
 - e. GM Search: Met last week. One team member had to resign from the team. Finished the GM job description and will make updates after discussion at tonight's meeting.
 - f. Marketing: Met with two new team members, still working on finalizing the logo.
 - g. Owner Engagement: Met on Tuesday, working on volunteer job descriptions.
 - h. Site Selection: Met on Wednesday and reviewed options from Seven Roots Consulting.

10. Old Business

- a. Ownership Transfers
 - i. Discussion: Ownership Transfers document was reviewed in December and policy creation assigned. Lois created templates for a Owner Transfer Request Form, a draft of motion language to adopt in regards to the policy, and has notes related to the CIC Offering

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- document regarding Class C & Loan Disposition.
- ii. Outcome: Reviewed all documents and identified some changes.
- iii. Assignments:
 - 1. Board Development is working on this policy draft and will update the transfer request form to also serve as an application for the new owner so they don't have to complete a separate application. Draft will be presented at the 2/16 meeting.
- b. Partial Payment of Owner Fees
 - i. Discussion: Opted to switch to PayPal system for partial payment plans that will automatically charge their card 4 times at \$25.00 each.
 - ii. Outcome: Update still in progress. So far, Tom has only found options for adding a separate link on the website to pay with this option. He's still looking at options for linking it through our existing JotForm application and PayPal payment options.
 - iii. Assignments:
 - 1. Tom will provide an update at the 2/2 meeting.
- c. Board Retreat
 - i. Discussion: Reminder: the board retreat this Saturday the 21st, from 10:00-3:00 at the Dabrowski's home. Brandon will bring the feedback sheets from the annual meeting.
 - ii. Outcome: Also want to discuss the board charter, and officer job descriptions & roles.
 - iii. Assignments: None

11. New Business

- a. Finance Committee
 - i. Discussion: Need to get an official Finance Committee in place prior to the CIC. Anna Johnson and Marit Bjorald have been asked to be members of this committee. We'll need someone with an accounting background to lead it. A job description is being prepared.
 - ii. Outcome: We'll need a board member on this committee, and the board's assistance in finding someone with an accounting background to lead this group.
 - iii. Assignments: None
- b. General Manager Job Description Draft
 - i. Discussion: We have created our first draft of the GM job description that would be used when we post the position for hiring.
 - ii. Outcome: Got feedback from the board so it can be finalized.
 - iii. Assignments:
 - 1. All directors should submit a language draft for the 3rd bullet in the Community Relations Section and send it to Brandon, who will also connect with Mary Magnuson for further input. The GM Search Team will then update the description.
- c. Frozen Fairways
 - i. Discussion: We have an opportunity to get some free marketing in exchange for volunteering by running the fire pits or donating hot cocoa and running a hot cocoa table.
 - ii. Outcome: Decided that it won't be a good fit for us this year.
 - iii. Assignments: Brandon will let the coordinators know we cannot attend this year.
- d. Downtown Plan Update
 - i. Discussion: Grand Rapids is having another round of Downtown Planning Meetings to update the public on the progress of the current plan and they are seeking public input.
 - 1. Open House #1: Wednesday, Jan. 25 5-7 p.m.

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2. Open House #2: Thursday, Jan. 26 12-1 p.m.

- ii. Outcome: Informational only
- iii. Assignments: None

12. Upcoming Meetings and announcements:

- a. First board meeting: Thursday, February 2nd at 6:30pm at Oak Hill Assisted Living
- b. Second board meeting: Thursday, February 16th at 6:30pm at Oak Hill Assisted Living
- c. Board retreat this Saturday, January 21st, 10 am - 3 pm, Dabrowski household
- d. Policy review documents: C6, C7, quarterly review of procedural expectations (Brandon)
- e. FCI Live: Multiple sessions on varying topics being offered. Please sign up for ones that pertain to co-op work you are doing. New directors should sign up for things that pertain to their teams or things they want to learn more about.

13. Closed session for site selection discussion if needed

14. **MOTION** to adjourn at 8:20pm made by Casey. Lydia seconded. Motion carried.

Postponed Discussion Topics:

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____.