

FREE RANGE FOOD CO-OP – Board Meeting Minutes

January 5, 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 6:36pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda:
 - a. This agenda has 81 minutes scheduled.
 - b. There are 9 extra minutes for a closed session or topic extensions/additions.
 - c. Addition of two items: Review of the Polite Refusal Memo, and Team Meeting dates/times
3. Public comment acknowledgement: No comments
4. Outstanding Tasks: does anyone have questions or need input from the full board related to any task they are assigned to?
 - a. Garret requested addition of team meeting dates/times to agenda in item #2
5. Co-op Correspondence:
 - a. Grant award letter receipt (highlighted later in agenda)
6. Team Check-ins:
 - a. Board Development: Didn't meet in December. Casey made more updates to the manual. Will be meeting again mid-January.
 - b. Business Plan: No updates.
 - c. Community Investment Campaign: No meetings in December, meeting again with Katie on January 16th. Working through the offering document language.
 - d. Finance: No updates.
 - e. GM Search: No updates, meeting next on 1/17.
 - f. Marketing: A new volunteer attended the last meeting and is interested in joining the team. Another volunteer will be meeting with Shara soon and is interested in helping with a few specific projects as she's able. Should have logo color options ready to review at board retreat.
 - g. Owner Engagement: Working on updated job descriptions for volunteer roles.
 - h. Site Selection: No updates.

Old Business

7. Update Director Positions Description
 - a. Discussion: There are currently 2 versions of the position descriptions, one less-detailed one as Policy C6, and one more-detailed one as a stand-alone Position Descriptions document. Need to condense to a single description, and discuss appropriate distribution of tasks for the roles.
 - b. Outcome: Decided to leave Policy C6 language more vague since it is part of the policy governance policies as a general guiding document for this and future boards. The Position Description language will act as more of an appendix to that policy and detail the ongoing/permanent duties associated with each role. The Position Description will be more flexible and able to be changed as needed to suit the needs of future boards as roles evolve throughout development. Both documents will be reviewed to remove duplicate language.

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- c. Assignments:
 - i. Board Development will draft updates to each document and email the draft to the board so everyone can go in and make edits as needed.

- 8. Polite Refusal Memo review
 - a. Discussion: Final review of the memo language.
 - b. Outcome: Document is ready to use going forward.
 - c. Assignments: none

- 9. Co-op Teams website discussion
 - a. Discussion: Garrett will be adding team meetings to the website calendar and requested that each team verify their ongoing meetings dates/times, and submit a brief description of the work that team is doing.
 - b. Outcome: Teams will follow up via email with the details.
 - c. Assignments:
 - i. Garrett will email the Team Meetings Schedule doc and everyone will respond ASAP with the requested information.

New Business

- 10. Grant Received
 - a. Discussion: We received an unexpected grant check in the mail from The Loggy Dome fund! It is \$1,000 and is unrestricted in its use. Lois has deposited the check.
 - b. Outcome: Signed a thank-you card to acknowledge this very thoughtful contribution.
 - c. Assignments:
 - i. Lydia will post a thank-you on social media, and include it in the next newsletter.

- 11. Bank Signers
 - a. Discussion: In the past, we've had the Chair, Vice Chair, and Records Officer as three signers on the account to increase flexibility in making purchases as needed. That standard was never voted on or stated in our procedures anywhere. Since Casey is now Vice Chair, both he and Shara would be signers on the bank account. It is unclear whether there would be concern from owners about two married individuals both having access to the account. Having Casey listed on the account also wouldn't afford any additional flexibility regarding making needed purchases in a timely manner, because of his work schedule.
 - b. Outcome: Decided to keep only Brandon and Shara as signers on the bank account for this year, and maintain only two signers instead of three. Who is a signer will be up for discussion after each election cycle since the availability of directors will change over time.
 - c. Assignments:
 - i. Shara will remove Laine from the bank account.

- 12. Community Investment Campaign - questions for the board
 - a. Discussion: At the last review of the Offering Memorandum, the CIC team identified questions needing discussion and decision from the full board so they can move forward with the planning:
 - i. We need a contact person for the memo so we can include name/phone/email address since the GM will not yet be hired.
 - 1. Outcome: Create a CIC-specific email for people to send questions to, and assign someone to monitor this email once it is ready to be shared with owners. List multiple contact options including the Chair, CIC Team Lead, and anyone else with campaign knowledge who is willing to answer questions from owners.
 - ii. We need to decide which additional services/options we want to consider for our store, so we can update the marketing language in the CIC offering accordingly.

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1. Outcome: We want to include a deli/hot food station (no self-serve option), online ordering for pickup, and alcohol sales of local/regional products if the securement of a liquor license is not too prohibitive.
- iii. The length of the CIC offering is currently stated in the memo as 12 months with the option for the board to extend it one or more times if needed.
 1. Outcome: Yes, keep this language in the doc.
- iv. Options for payment of shares/loans to offer: Check, cash, or online through QuickBooks invoicing. Any concerns with these methods, or other ideas to offer?
 1. Outcome: Keep all those payment options and add in Cashier's Check. Look into the possibility of allowing direct transfers to our bank account.
- v. Price per share. We need to make a decision, keeping in mind that if the pro forma shows the number we decide on will not work, we can always adjust that as needed before launching the campaign. We could have larger share amounts of \$500 or \$1,000 with no minimum number of shares. There is also the option of having a share price of \$100 with a minimum of 10 shares per owner, so people would have more flexibility to invest, for example: \$1,300 instead of \$2,000.
 1. Outcome: Decided on a \$100 share price with a minimum number of 10 shares.
- b. Outcome: (see each individual question for the outcomes)
- c. Assignments:
 - i. CIC team will update the offering doc with the details discussed.
 - ii. Shara will contact Affinity Plus to ask about direct transfer of funds during the campaign.
 - iii. Lois will research QuickBooks options and fees for accepting payments through them.

13. Upcoming Meetings and announcements:

- a. Second board meeting on Thursday, January 19th, 6:30 pm at Oak Hill Assisted Living
- b. Board retreat on Saturday, January 21st at Dabrowski's home from 10 am - 3 pm
- c. Policy Review: A, C4 (Lydia)

14. Closed session for site selection discussion - not needed

MOTION to adjourn at 8:10pm made by Lois. Lydia seconded. Motion carried.

Postponed Discussion Topics:

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____.