

## FREE RANGE FOOD CO-OP – Regular Board Meeting Minutes

October 18, 2022

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Board members: Lois Bendix, Casey Dabrowski, Shara Dabrowski, Garrett Holl, Brandon Otway

Staff: N/A

Absent: Tom Connolly

Guests: Lydia Williams, Joyce Peraaho, Anna Johnson

Late arrivals/early departures: None

Call to Order: Brandon called meeting to order at 6:07pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda:
  - a. This agenda has 80 minutes scheduled.
  - b. There are 10 extra minutes for a closed session and/or extensions/addition.
  - c. Proposed addition: Approve the posting of 4 elected director terms instead of 3.
    - i. **MOTION** to approve the agenda addition made by Casey. Garrett seconded. Motion carried.
3. Public comment acknowledgement: No comments
4. Consent agenda:
  - a. September meeting minutes
  - b. Board Development team report
  - c. Business Plan team report - none submitted
  - d. Community Investment Campaign team report - 2 submitted
  - e. Financial report
  - f. GM Search team report - none submitted
  - 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 Lois. Garrett seconded. Motion carried.
5. Policy review
  - a. D3 - Delegation to the General Manager
  - b. D4 - Monitoring General Manager Performance
6. Review Annual Calendar
7. Events Calendar Review
  - a. Assignments: Lois will add the YMCA Snowflake Bazaar and Auction to this list. Garrett will add these events to the web calendar.
8. Finance Report

### Old Business Items

9. Annual Meeting Update
  - a. Discussion: Brandon, Shara and Casey met on Sunday evening to go over the presentation for the meeting. Links will be emailed after this meeting for all to review. There are a few owners planning to help with snacks and staffing the tables. A future discussion item came up during the presentation review that our current Annual Report is completed at the same time as the annual meeting in October, but the report itself pertains to the fiscal year of July 1-June 30. Propose discussing at December meeting an update to the Annual Report release date.
  - b. Outcome: Decide if there are other things that need to be wrapped up before the meeting.
  - c. Assignments: Shara will add to the December work session the discussion around updating the annual report to be released by the end of July right after the fiscal year ends. Shara will also send a reminder email blast about the annual meeting.

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### 10. Voting Update

- a. Discussion: 71 people have voted so far, with 30 who have indicated they will attend the meeting.
- b. Outcome: Informational
- c. Assignments: None

### 11. Fiscal Sponsorship with Get Fit Itasca

- a. Discussion: Anna Johnson has sent an updated copy of the MOU for FRFC to have a fiscal sponsorship partnership with Get Fit Itasca and the YMCA, including an appendix listing the fees and instructions for how to donate. Reviewed the updated MOU with appendix. The board feels this is a great opportunity for FRFC to be able to partner with Get Fit Itasca and the YMCA, and we are especially grateful for Anna's help with this process.
- b. Outcome: **MOTION** to accept this MOU and begin the fiscal sponsor partnership with Get Fit Itasca and the YMCA made by Casey. Lois seconded. Motion carried.
- c. Assignments: None

## New Business Items

### 12. Restructuring Work Sessions

- a. Discussion: Discussed options for restructuring board meetings vs work sessions to make board workflow more streamlined by allowing the board to vote on decisions at both meetings instead of only one. Also discussed the option of adopting both of the board's monthly meetings as official Board Meetings. Having both meetings as 'board meetings' wouldn't change the current procedures for notifying owners or taking minutes. However, we would need to be sure the language is inviting to owners because it has been observed with other organizations that 'work sessions' are often not open to the public where board meetings are, and we would not want to be voting at work sessions if the owners didn't think they could attend when decisions are being made. We would also need to find a way to organize the two meetings according to when the consent agenda reports are submitted, policies are reviewed, etc.
- b. Outcome: **MOTION** to table this discussion until the November Work Session for further discussion made by Casey. Garrett seconded. Motion carried.
- c. Assignments: Shara will check original minutes for the motion to approve work sessions to see if there are any notes that apply to this discussion.

### 13. Elected Director Terms

- a. Discussion: Compared the current election cycle term length availability with the number of director applicants. Our bylaws state we should have staggered term lengths so that approximately  $\frac{1}{3}$  of directors rotate off each year to prevent too many directors from leaving or joining the board at one time. This year, with three electable terms plus three vacant terms and four applicants, we would have the option to allow four electable terms so all applicants could potentially fill a 3-year term. While having four directors potentially rotating off the board at one time, it was decided that we cannot ever account for directors resigning early for any reason. The best interests of the co-op would be to allow directors to fulfill the longest term available, as long as doing so did not go against the bylaw statement of the approximate  $\frac{1}{3}$  rotation.
- b. Outcome: **MOTION** to allow four elected terms instead of three at the outcome of the 2022 election cycle made by Garrett. Lois seconded. Casey and Shara abstained. Motion carried.
- c. Assignments: Board Development will add language to the election policy regarding the ability of the board to vote annually on the number of electable terms to allow during that election cycle.

### 14. Community Investment Campaign Coordinator position (added to agenda with remaining meeting time)

- a. Discussion: The CIC team discussed when to post the Coordinator job position and when the expected start date for that position might be. The description includes a note about the hourly

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pay range depending on experience, along with the total payroll amount of \$20,000 as recommended by Katie Novak and previously approved by the board in the CIC budget.

- b. Outcome: Reviewed options for hourly pay vs contract work, vs being paid on a salaried basis all with regular performance review.
- c. Assignments: Casey will talk to Katie re: contractor vs hourly vs salaried, and send the current job description to the full board to vote on for approval.

15. Upcoming meeting information

- a. November work session: 1st at 6:00pm on Oak Hill Assisted Living
- b. November board meeting: 15th at 6:00pm on Oak Hill Assisted Living
- c. Policy review documents: C (Global Governance Commitment) and C5 (Code of Conduct) - Brandon

16. Closed session for site selection discussion if needed: None

17. **MOTION** to adjourn at 7:31 made by Casey. Garrett seconded. Motion carried.

Postponed Discussion Topics:

Approved by Board Chair, Brandon Otway

Signature: \_\_\_\_\_ Date: \_\_\_\_\_.