

FREE RANGE FOOD CO-OP – Regular Board Meeting Minutes

November 15, 2022

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

Staff: N/A

Absent: None

Guests: Anna Johnson, Joyce Peraaho, Lydia Williams

Late arrivals/early departures: None

Call to Order: Brandon called the meeting to order at 6:02pm.

1. Welcome and Introductions
2. Additions/Deletions to the agenda:
 - a. Shara requested removal of item #13 because logo updates have not been received yet.
 - b. This agenda has 70 minutes scheduled.
 - c. There are 20 extra minutes for a closed session or topic extensions/additions.
3. Public comment acknowledgement: No comments
4. Consent agenda:
 - a. October meeting minutes
 - b. Board Development team report
 - c. Business Plan team report - none submitted
 - d. Community Investment Campaign team report - None submitted
 - e. Financial Statements
 - f. GM Search team report - none submitted
 - g. Marketing team report
 - h. Owner Engagement team report - Meeting Canceled
 - i. Site Selection team report - none submitted

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

5. Policy review
 - a. C - Global Governance Commitment
 - b. C5 - Code of Conduct
 - c. Quarterly Review of Procedural Expectations
 - d. Assignments:
 - i. Shara will:
 1. Add the signed Code of Conduct forms to the Board shared drive.
 2. Add agenda topics for the next meeting to adopt policy updates for Code of Conduct and Procedural Expectations, and signing of Confidentiality Agreement.
 - ii. Board Development will:
 1. Update Procedural Expectations:
 - a. Section 5.3: "Include" a board member instead of "be led by"
 - b. Section 6.2: Training will be "managed" instead of "delivered by"
 - c. Section 4.2: "... should complete Policy Governance training and board member orientation within 60 days of election to an officer role."
 - i. Consider adding Section 4.3 with recommendation that directors serve at least 1 year on the board before serving in an officer role.
 - d. Section 2.4: "quarterly" review of strategic plan. Add reference to policy outlining strategic plan review frequency.
 - e. Section 6.2: "within 60 days"
 2. Update policy C5 - Directors Code of Conduct:
 - a. 2.b and 2.c: begin statements with "A director must..."
 3. Update board manual language from he/she to 'they'.

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6. Review Annual Calendar
7. Events Calendar Review
8. Finance Report

Election Result Certification

9. Approve bylaw change vote total
 - a. Discussion: Board development presented bylaw change vote totals: 108 total verified owners voted with 106 in favor of passing the bylaw measure, and 2 opposed.
 - b. Outcome: **MOTION** to accept bylaw vote total and adoption of the bylaw change to be effective beginning this 2022 term made by Casey. Lois seconded. Motion carried.
 - c. Assignments:
 - i. Shara will update Constant Contact for 8 owners who voted and have new emails.
10. Approve election results
 - a. Discussion: Board development presented election totals and verified all votes were from primary owners.
 - b. Outcome: **MOTION** to approve the 2022 election totals and election of board applicants Tom Connolly, Casey Dabrowski, Shara Dabrowski and Lydia Williams made by Lois. Garrett seconded. Tom, Casey and Shara abstained. Motion carried.
 - c. Assignments:
 - i. Shara will update the minutes templates to include Lydia as a director.
 - ii. Board Development will:
 1. Update board contact info in the manual with new director details.
 2. Update the board term chart.

11. Election of Officers

- a. Discussion: Review executive officer roles
- b. Outcome:
 - i. **MOTION** to elect Brandon Otway as Chair for 2022-2023 term as nominated by Shara and seconded by Lois. Brandon accepted the nomination. Motion carried.
 - ii. **MOTION** to elect Casey Dabrowski as Vice Chair for 2022-2023 term as nominated by Brandon and seconded by Garrett. Casey accepted the nomination. Motion carried.
 - iii. **MOTION** to elect Lois Bendix as Financial Officer for 2022-2023 term as nominated by Brandon and seconded by Casey. Lois accepted the nomination. Motion carried.
 - iv. **MOTION** to elect Shara Dabrowski as Records Officer for 2022-2023 term as nominated by Casey and seconded by Lois. Shara accepted the nomination. Motion carried.
 - v. Assignments:
 1. Shara: Contact Affinity Plus to initiate the process of removing Laine Yandell from the bank account, and adding Casey Dabrowski.
 2. Board Development will work with current officers to revise policy C6: Officer Roles to reflect updates in task distribution among officers going forward.
 3. Add language to appropriate policy or procedures to reflect language for interim filling of officer roles in case of vacancy before the normal election cycle.

Old Business Items

12. Restructuring work sessions
 - a. Discussion: Per the November work session discussion, going forward we will title both meetings as “Board Meetings” since both are already open to owners and advertised to owners. Both meetings will now allow for motions to be proposed and voted on. Policy will be amended to add a topic for Correspondence in the review items for the First monthly meetings, and update the Consent Agenda to read as approving only the financial statements, and keep the Financial Officer’s report as a separate review item.
 - b. Outcome: **MOTION** to approve the board meeting procedural policy as amended made by Casey. Shara seconded. Motion carried.

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c. Assignments:

- i. Shara will update Agenda and Minutes templates to reflect updated meeting title from Work Session to Board Meeting, add 'Correspondence' topic, and make Consent Agenda wording changes.

13. YMCA Auction

- a. Discussion: Update only.
- b. Outcome: Tickets were purchased. Brandon and Garrett are attending with their spouses.
- c. Assignments: None

14. 2023 Meeting dates

- a. Discussion: Reviewed and considered when we want to hold our meetings for the 2023 calendar year.
- b. Outcome: **MOTION** to approve holding our twice monthly meetings on the first and third Thursdays of each month with adjustments for holidays as needed, with a start time of 6:30pm made by Lois. Casey seconded. Motion carried.
- c. Assignments:
 - i. Tom will update the 2023 Annual Calendar to reflect the new dates so the calendar can be approved at the December 13th meeting.
 - ii. Garrett will update the website calendar dates for 2023.
 - iii. Shara will update the Agenda and Minutes templates.

New Business Items

15. Board Retreat

- a. Discussion: Discussed the idea of board retreat to go over posters from the annual meeting and develop plans for the next year.
- b. Outcome: Consensus was yes, a retreat would be a great way to review the annual meeting feedback and outline plans for future improvements.
 - i. Tentative date of Saturday, January 21st.
 - ii. Potluck-style lunch followed by reviewing and planning activities.
 - iii. Tentative location at Casey & Shara's house in Warba.
- c. Assignments:
 - i. Lois will send out a sign-up list to keep track of dishes everyone is bringing.

16. Upcoming Meetings and announcements:

- a. December board meeting: 6th at 6:00pm on Oak Hill Assisted Living
- b. December board meeting: 13th at 6:00pm on Oak Hill Assisted Living
- c. Policy review documents: C1 – Governing Style, C2 – The Board's Job, C3 – Agenda Planning (Casey)

17. Closed session for site selection discussion at 7:23pm.

18. **MOTION** to adjourn at 7:43 made by Shara. Garrett seconded. Motion carried.

Postponed Discussion Topics:

Logo review

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____.