

FREE RANGE FOOD CO-OP – Board Meeting Minutes

December 6, 2022

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Directors: Lois Bendix, Tom Connolly, Casey Dabrowski, Shara Dabrowski, Brandon Otway, Lydia Williams

Staff: N/A

Absent: Garrett Holl

Guests: Ellen Smilanich

Late arrivals/early departures: None

Call to Order: Brandon called meeting to order at 6:03pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda:
 - a. This agenda has 89 minutes scheduled.
 - b. There is 1 extra minute for a closed session or topic extensions/additions.
3. Public comment acknowledgement: No comments
4. Outstanding Tasks:
 - a. Board retreat planning - in process; Shara will email link to all.
 - b. Updated bylaws publication - Signed tonight and will be updated online before the next meeting.
 - c. Update Director roles and responsibilities - in process (perhaps good discussion for retreat?)
 - d. Policy to deal with partially paid ownerships - Lois added this to the Dec 13th meeting agenda list already.
5. Co-op Correspondence:
 - a. Received a request for contributions from Second Harvest, as well as a thank-you card from them for the donations we've made from our community cooking classes. We will not be making a separate donation to them at this time. We also received an email reply to the newsletter complimenting us on the well-designed layout and content.
6. Team Check-ins:
 - a. Board Development: Casey updated the board manual with many recently updated policies.
 - b. Business Plan: no updates
 - c. Community Investment Campaign: Spent 3 hours in person going through about ½ of the offering memorandum for the CIC. They have a list of questions for the board to discuss. No meetings in December.
 - d. Finance: November was a slow month for ownership growth, it was the first month that no owners have joined online.
 - e. GM Search: Met with Melanie Reid and got through about ½ of the GM job description. They will be finishing that at their January meeting.
 - f. Marketing: Meeting 12/7 to finalize logo design to bring to Dec 13th board meeting for approval.
 - g. Owner Engagement: Met and scheduled all meetings for the first 6 months of 2023.
 - h. Site Selection: No site updates, but Brandon has been in discussion with seven roots consulting to get a price list for what they would charge to help with market study and building design work.

New Director Appointment

7. Approve appointment of Ellen Smilanich to an open board term
 - a. Discussion: Welcome to Ellen Smilanich! Ellen applied to join the board as a director. Since she applied after elections for the year, she is eligible for appointment to a vacant term. The Board Development team interviewed Ellen, the board reviewed her application, and everyone feels she will bring valuable experience and enthusiasm to the group. Ellen left the room during the discussion and vote.
 - b. Outcome: **MOTION** to approve appointment of Ellen Smilanich as a director to fill the vacant 2-year term made by Lois. Casey seconded. Motion carried.

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- c. Assignments:
 - i. Ellen will create her FRFC gmail account and let us know when it's ready for use.
 - ii. Lois will be Ellen's mentor.
 - iii. Board Development will add Ellen to all shared drives, and email template of the mentor checklist to her and Lois.

Old Business

- 8. Sign Confidentiality Agreements
 - a. Discussion: All current directors need to sign the confidentiality agreement, as well as current volunteers and all new volunteers before they start with us.
 - b. Outcome: Get signed agreements from all directors and any volunteers in attendance.
 - c. Assignments:
 - i. Shara will upload signed agreements to the shared drive; email Garrett and Tom to get their signatures; and email the link to the blank agreement to Lois for OE Team to distribute to volunteers in the future.
- 9. Strategic Plan Review Reminder
 - a. Discussion: Just a reminder that we will be doing the quarterly review of the strategic plan at the Dec 13th meeting. Please have your teams updated and add any expenses incurred.
 - b. Outcome: Reminder only
 - c. Assignments: None
- 10. Community Appeals
 - a. Discussion: We've received mail and email requests from community organizations asking for donations/ads in programs. At this stage in development when funds are so limited, we unfortunately cannot commit to contributing to these community organizations.
 - b. Outcome: Lydia and Lois have already drafted a template response to these requests.
 - c. Assignments:
 - i. Lois will bring the response draft to the next meeting for board agreement to use that template going forward.
- 11. Procedural Expectations Policy
 - a. Discussion: Changes suggested at the November 15th board meeting were made in the board manual and reviewed.
 - b. Outcome: **MOTION** to approve the amended Procedural Expectations Policy made by Shara. Lois seconded. Motion carried.
 - c. Assignments:
 - i. Casey will make sure the amended policy is current in the manual, and make sure links in Board Meeting agenda templates link to the correct updated manual PDF.
- 12. Board Roster updates
 - a. Discussion: Reviewed board roster to update all contact information for directors.
 - b. Outcome: Information update only.
 - c. Assignments:
 - i. Tom and Garrett will review the roster before the Jan 5th meeting and email Casey after their info is updated as needed.
 - ii. Casey will put the updated doc in the board manual.

New Business

- 13. Annual Report Writing Date Change

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- a. Discussion: In the past, the annual report was always submitted in conjunction with the Annual Meeting in October. In reality, we should be writing and publishing the annual report in line with our fiscal year ending June 30th, not at our annual meeting.
- b. Outcome: Agreed to make this change. No vote needed.
- c. Assignments:
 - i. Tom will edit the annual report writing assignment/posting dates on 2023 Annual Calendar to reflect this change.

14. Ownership Transfers

- a. Discussion: We identified the need for a policy on how to handle the transfer of primary ownership of shares in the event of an owner's death or out-of-state move.
- b. Outcome: Began policy development process by reviewing a document Lois created through conversations with Stuart at FCI, which lists historic instances of transfer requests at FRFC with possible solutions provided by Stuart.
- c. Assignments:
 - i. Lois will ask Stuart about the difference between transfers of ownership shares vs transfer of preferred shares upon the death of an owner.
 - ii. BD Team will draft a policy following Stuart's recommendations, including a form so all transfer requests are in writing on the same document. The form should include acknowledgement that the previous owner relinquishing will be losing all rights associated with co-op ownership. The new owner will be required to complete an ownership application. The draft policy will be reviewed and discussed more at the Jan 19th meeting.

15. Clickup

- a. Discussion: Clickup is being used very infrequently or not at all. It is a tough platform to get the hang of. Before adding 2 new directors to the platform and training them on its use, we discussed other options. Primary needs are tracking of board workflow/task completion.
- b. Outcome: Everyone agreed that Clickup is not serving us well, but we also don't want to have to learn another system that will end up not working for us. For now, we'll try using a Google Sheet in the same shared drive location as our board meetings so it's easier to remember to check it, and we'll see how that simple system works for tracking task completion.
- c. Assignments:
 - i. Shara will draft a Board Tasks spreadsheet and share it. All existing assignments will be transferred over to this sheet as well.

16. Upcoming Meetings and announcements: (1min)

- a. Next board meeting on Tuesday, December 13th, 6:00 pm at Oak Hill Assisted Living.
- b. Policy Review: C1, C2, and C3 (Casey)

17. **MOTION** to adjourn at 7:27 made by Ellen. Lois seconded. Motion carried.

Postponed Discussion Topics:

None

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____.