

FREE RANGE FOOD CO-OP – Board Meeting Minutes

February 16, 2023

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

Staff: N/A

Absent: Brandon Otway

Guests: None

Late arrivals/early departures: None

Call to Order: Casey called meeting to order at 6:43pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda:
 - a. This agenda has 95 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 - none submitted
 - c. Business Plan team report - none submitted
 - d. Community Investment Campaign team report
 - e. Financial Statements
 - f. GM Search team report - none submitted
 - g. Marketing team report
 - h. Owner Engagement team report - none submitted
 - i. Site Selection team report - none submitted

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

5. Policy review
 - a. C6: Officer's Roles- Not reviewed; updates to this policy were just approved last month.
 - b. C7: Board Team Principles
 - c. Quarterly Review of Procedural Expectations
6. Review Annual Calendar
 - a. Assignments: Casey will add Mailing Class C Share statements onto the annual calendar.
7. Events Calendar Review
8. Finance Report
 - a. All teams will work on updated budgets ahead of the July 1st fiscal year deadline so our grant writers can have a better starting place to search for funds. Expected budgets should be ready to submit at the 3-16-23 meeting.
9. Team Check-ins:
 - a. Board Development: Meeting 2/23
 - b. Business Plan: No updates
 - c. Community Investment Campaign: Meeting 2/20 to review offering doc
 - d. Finance: Still working on finance team job description
 - e. GM Search: Sent updated GM job description to Melanie
 - f. Marketing: Shara will be sending logo color options to board for input
 - g. Owner Engagement: Meeting 2/21
 - h. Site Selection: Still in conversation with seven roots consulting.

10. Old Business

- a. Sign new board charter
 - i. Discussion: Signed
 - ii. Assignments: Shara will send to Tom and Brandon for signature.

- b. On-Site Ownerships
 - i. Discussion: Researching a system/equipment to allow people to join on-line at live events. Garrett found an option for a “Square Terminal” which can work offline and sync transactions once it’s connected to WiFi. The co-op used a “Square Reader” in the past but had difficulty getting that to connect and work properly with volunteer’s phones, but the “Terminal” shouldn’t have the same issues. It may also have additional functionalities to make it more useful as a tabling tool.
 - ii. Outcome: Informational
 - iii. Assignments:
 1. Garrett will continue researching Square Terminal options and bring a proposal to the 3-16 meeting.

- c. VOIP Phone System
 - i. Discussion: Garrett looked into Google VOIP system but deemed the Grasshopper system seems superior for our needs. The OE team is looking forward to having the system with a dedicated FRFC phone number and email address for volunteer use.
 - ii. Outcome: Agreed to sign up for the VOIP system now so the OE team can start using it for calling volunteers. Garrett has a Grand Rapids local number he isn’t using and he’s willing to transfer it over to the co-op for our use.
 1. **MOTION** to approve an annual subscription for the Grasshopper VOIP system made by Lois. Ellen seconded. Motion carried.
 - iii. Assignments:
 1. Garrett will set up the VOIP system and call Shara for payment once ready.

- d. Ownership Transfer Policy
 - i. Discussion: No draft is available yet because there was still more information to gather. The policy will include language that in the case of the death of an owner who purchased Class C shares, the Class C shares would have to go through probate, so a copy of the death certificate will be required. Discussed the option to have owners with only Class A and B shares fill out the simple transfer form, and those who also own Class C shares would have all Class A, B and C shares go through probate.
 - ii. Outcome: Garrett will continue working on the policy draft.
 - iii. Assignments: None

- e. Partial Payment of Owner Fees
 - i. Discussion: Tom followed Lois’ instructions she’d received from PayPal in order to add the “Subscribe” button to our website. The Subscribe option allows for new owners to sign up for either 2 or 4 automatic payments as the payment plan option.
 - ii. Outcome: It’s possible that with a new ownership application process, we could eliminate our Jotform subscription and incorporate the ‘Subscribe’ button on the website to allow for automatic partial payments.
 - iii. Assignments:
 1. Tom and Garrett are working on options for this.

- f. Grant Team

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- i. Discussion: We now have 5 people on our team willing to help with searching for/writing grants! Joining Anna Johnson and Marit Bjordal will be Becky LaPlant, Mary Magnuson, and Kate Steffens. Discussed chartering this group as a Grants Team, but their work will be sporadic as grants become available so they won't be having monthly meetings.
- ii. Outcome: Decided to consider this group of volunteers as part of the larger Finance Team, with the Finance Officer being their point of contact.
- iii. Assignments:
 - 1. Marketing team will start advertising for Finance Team/Bookkeeper roles

11. New Business

- a. Accounting Best Practices
 - i. Discussion: Lois prepared research into best practices we should consider implementing as part of our Financial Procedures document.
 - ii. Outcome: This research will be given to the Finance Team once established so they can help with creating the more formal financial policies/procedures.
 - iii. Assignments: None

12. Upcoming Meetings and announcements:

- a. First board meeting: March 2nd at 6:30pm on Oak Hill Assisted Living
- b. Second board meeting: March 16th at 6:30pm on Oak Hill Assisted Living
 - i. Policy review documents: Garrett will review C-8: Cost of Governance, C-9: Board's Relationship to Owners, C-10: Endorsements.
 - ii. We will also review the Strategic Plan.

13. Closed session for site selection discussion- none needed

14. **MOTION** to adjourn at 7:56pm made by Shara. Lydia seconded. Motion carried.

Postponed Discussion Topics: None

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____