

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

February 2, 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: Marit Bjordal, Anna Johnson

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. Removed Accounting Best Practices discussion from the agenda.
  - b. Added discussion item 8.d: Updates to banking processes
  - c. This agenda has 76 minutes scheduled.
  - d. There are 14 extra minutes for a closed session or topic extensions/additions.
3. Public comment acknowledgement: No comments
4. Outstanding Tasks:
  - a. Reviewed the board tasks doc regarding items needing completion by the next board meeting.
  - b. Reviewed the existing task about accepting in-person payments. Garrett has information on a potential alternative to a hotspot device and will email it to Brandon and Ellen.
5. Co-op Correspondence:
  - a. Volunteer Award Nominations notification received from United Way inviting us to nominate a volunteer to recognize individuals who have made a significant difference in the lives of others. Nominations due 2/28.
6. Team Check-ins:
  - a. Board Development: No updates
  - b. Business Plan: No updates
  - c. Community Investment Campaign: Still making progress on offering doc.
  - d. Finance: No updates
  - e. GM Search: Edited previously reviewed GM Job Description, with another meeting soon.
  - f. Marketing: Met on 2/1, reviewed new brochure draft and items needing creation for CIC.
  - g. Owner Engagement: Meeting on 2/21, working on job descriptions & setting up the VOIP system.
  - h. Site Selection: Meeting with Seven Roots on 2/7 to review options and costs for partnership.
7. **Old Business**
  - a. Policy and Document Updates
    - i. Discussion: Reviewed various updated documents and policies.
    - ii. Outcome:
      1. Revised Officer Roles - This policy was revised to expand on the discussion at the board retreat. Language was added from the prior Officer Position Descriptions document, which has since been eliminated from the manual.
        - a. **MOTION** to approve the updates to policy C6 - Officers' Roles made by Ellen. Garrett seconded. Motion carried.
      2. 2023 Board Charter - Reviewed updates to the board charter discussed at the board retreat.

- a. **MOTION** to approve the updated Board Charter made by Lydia. Ellen seconded. Motion carried.
  3. Director Code of Conduct - Updates made to this policy were to correct grammar only, with no content changed.
    - a. **MOTION** to approve the updated Code of Conduct made by Lois. Garrett seconded. Motion carried.
  4. Election of Officers Procedural Expectations - Updated Section 4.4 to include language requiring appointment of an interim officer in the event a current officer resigns prior to the end of their term.
    - a. **MOTION** to approve the updated Procedural Expectations made by Shara. Ellen seconded. Motion carried.
- iii. Assignments:
  1. Shara will bring the updated Charter to the next in-person meeting for signature.
  2. Casey will update all four documents with new amendment dates and update them in the board manual.

## 8. New Business

- a. Job description for grant scout/writer
  - i. Discussion: Reviewed the job description prepared by Anna, which will be used for recruitment of a volunteer to search for grants which Anna Johnson and Marit Bjordal can then write.
  - ii. Outcome:
    1. **MOTION** to approve the Grant Scout job description made by Lois. Casey seconded. Motion carried.
  - iii. Assignments:
    1. Shara will add the Grant Scout job description to the website with the other volunteer job descriptions and send Lydia the link to that and the Canva doc graphic draft.
    2. Lydia will schedule social media posts as able to ask for volunteers for this role.
- b. Finance Committee Job Description
  - i. Discussion: Reviewed and discussed this document which Lois, Anna and Marit created. This document will guide the work of the Finance Committee that is being formed.
  - ii. Outcome: The language in this document will be used as the volunteer job description for the team. A team charter for the Finance Committee will need to be presented to the board for formal approval so the team can move forward with member recruitment.
  - iii. Assignments:
    1. Lois will create a team charter draft and add it to the next meeting agenda.
- c. FCI Live webinars share-out
  - i. Discussion: Shared our takeaways from the FCI Live webinars that we've been attending.
  - ii. Outcome: Informational. Recordings of all sessions will be available from FCI on 2/7/23.
  - iii. Assignments:
    1. Casey: Update new director onboarding language to replace "Policy Governance training" with "FCI QuickStart training".
- d. Updates to banking processes
  - i. Discussion: Following discussion at the board retreat regarding financial officer roles, reviewed duties around writing checks for paying co-op invoices received, and making deposits after tabling events.
  - ii. Outcome: Shara will keep the co-op checkbook and write checks since she is already an

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appointed check signer. Ellen lives in town so will take responsibility for making bank deposits at Affinity Plus, including collecting tabling event funds to deposit. She can delegate this task to others as needed during events when she is unable to collect the money at the end of the day.

iii. Assignments: None

9. Upcoming Meetings and announcements:

- a. Second board meeting on Thursday, February 16th, 6:30 pm at Oak Hill Assisted Living
- b. Policy Review: C6, C7, Quarterly Review of Procedural Expectations (Brandon)

10. Closed session for site selection discussion if needed

**MOTION** to adjourn at 7:50pm made by Lois. Casey seconded. Motion carried.

Postponed Discussion Topics:

Approved by Board Chair, Brandon Otway

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