

FREE RANGE FOOD CO-OP – Board Meeting Minutes

March 16, 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: Anna Johnson

Late arrivals/early departures: None

Call to Order: Brandon called meeting to order at 6:34pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda:
 - a. This agenda has 94 minutes scheduled.
 - b. There are zero extra minutes for a closed session or topic extensions/additions.
 - c. Brandon requested an additional 15 minutes for a closed session. Approved.

3. Public comment acknowledgement: No comments

4. Consent agenda:
 - a. January meeting minutes
 - b. Board Development team report - 2/23 and 3/9 meetings
 - c. Business Plan team report
 - d. Community Investment Campaign team report - 2/25 and 3/6 meetings
 - e. Financial Statements
 - f. GM Search team report
 - 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 Lydia. Casey seconded. Motion carried.

5. Policy review
 - a. C8 – Cost of Governance (pg 70)
 - b. C9 – Board Relationship to Owners (pg 71)
 - c. C10 – Endorsements (pg 72)
 - d. Assignments:
 - i. Garrett will fix typo in policy C8, item #3
 - ii. BD team will rewrite policy C10 to combine items 1 and 2, and edit #3.

6. Review Annual Calendar

7. Review Strategic Plan:
 - a. Discussion: Reviewed our annual strategic plan; many goals are still ongoing and in process.
 - b. Assignments:
 - i. Shara will update the Marketing Plan to list how many owners receive the newsletter.

8. Events Calendar Review:
 - a. Discussion: We'll be attending the Nashwauk Home Show for the first time this year, and the Children's Fair again.

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9. Finance Report: No updates.

10. Team Check-ins:

- a. Board Development: Met last week to review and assign tasks.
- b. Business Plan: Met to go through resources with Merry Moody, who has volunteered to assist with some of the writing.
- c. Community Investment Campaign: No updates.
- d. Finance: No updates.
- e. GM Search: Working on researching details for the compensation package.
- f. Marketing: Still finalizing the logo and starting to work on other marketing materials.
- g. Owner Engagement: Meeting on Tuesday.
- h. Site Selection: Details being shared in closed session.

11. Old Business

a. Budgets

- i. Discussion: Reviewed expected store-opening related budgets for all teams.
- ii. Outcome: Compiled budget info to pass along to grant volunteers so they can search for grants related to the areas needing the most funding.
- iii. Assignments:
 1. Shara will pass budget info along to grant volunteers at the next meeting.

b. Square Terminal

- i. Discussion: Reviewed Square Terminal proposal and options for use at tabling events.
- ii. Outcome: The device would be usable offline for taking payments and would sync when back online to process those payments. It would also be able to keep record of cash payments. We would buy the terminal for \$299; they charge a fee for processing credit cards but not for tracking cash transactions.
 1. **MOTION** to approve purchase of the Square Terminal made by Shara. Brandon seconded. Motion carried.
- iii. Assignments:
 1. Garrett will purchase the device and get it set up to be used at tabling events.
 2. Lydia and Ellen will draft a how-to guide for volunteers once the device is ready.

c. Partial payments/ownership application process

- i. Discussion: Status update on website updates to include Subscribe button for automatic partial payments and replacement of Jotform with alternative ownership application process.
- ii. Outcome: Partial payments can be made with the Square Terminal options and there should be a way to integrate that feature onto the website for website payments to go directly through the same payment platform. JotForm should be easy to replace with Google Forms, but the payment details are a higher priority at this time.
- iii. Assignments: None, ongoing work.

d. Approve Finance Committee Charter

- i. Discussion: Reviewed Finance Committee Charter drafted by Anna Johnson.
- ii. Outcome:
 1. **MOTION** to approve the Finance Committee Charter made by Lydia. Casey seconded. Motion carried.
- iii. Assignments: None; Marketing will continue advertising for team members.

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12. New Business

- a. Mail pick-up
 - i. Discussion: Ellen has the PO Box key and will be checking mail going forward.
 - ii. Outcome: Informational only.

- b. Seven Roots proposal discussion
 - i. Discussion: Site Selection received a contract proposal for hiring seven roots consulting to help narrow our site selection options and guide us to an educated decision on the best place(s) in town to consider for a future site. The total cost is \$13,500 for site selection work related to operational feasibility including travel to Grand Rapids to review and evaluate potential sites, outlining estimated design/construction costs for each site, and drafting concept sketches of potential sites.
 - ii. Outcome: Reviewed and discussed the proposal from seven roots for their site feasibility and store design comparison work. The board requested that they update their contract to list their hourly charge rather than the lump sum total, and to specify how much of the stated total charge is for their estimated travel expenses.
 - iii. Assignments:
 - 1. Brandon will contact seven roots regarding the request for an updated contract.

13. Upcoming Meetings and announcements:

- a. First board meeting: April 6 at 6:30pm at Oak Hill Assisted Living
- b. Second board meeting: April 20 at 6:30pm at Oak Hill Assisted Living
- c. Policy review documents: B: Global Executive Restraints, B-1: Financial Condition (Casey)

14. Closed session for site selection updates began at 7:56pm

15. **MOTION** to adjourn at 8:27pm made by Garrett. Casey seconded. Motion carried.

Postponed Discussion Topics:

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____.