

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

April 20, 2023

Page 1 of 3

Directors: Lois Bendix, Casey Dabrowski, Shara Dabrowski, Garrett Holl, Brandon Otway, Ellen Smilanich, Lydia Williams

Staff: N/A

Absent: Tom Connolly

Guests: Anna Johnson, Paula Mackey

Late arrivals/early departures: None

Call to Order: Casey called meeting to order at 6:35pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda:
  - a. This agenda has 80 minutes scheduled.
  - b. There are 10 extra minutes for a closed session or topic extensions/additions.
  - c. Brandon requested removal of the Seven Roots proposal discussion until the next meeting.
3. Public comment acknowledgement: No comments
4. Consent agenda:
  - a. March meeting minutes - First and Second meetings
  - b. Board Development team report
  - c. Business Plan team report - none submitted
  - d. Community Investment Campaign team report - 4/3 and 4/18
  - 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 Lois. Lydia seconded. Motion carried.

5. Policy review
  - a. B: Global Executive Restraints
  - b. B-1: Financial Condition
6. Review Annual Calendar
7. Events Calendar Review
8. Finance Report
9. Team Check-ins:
  - a. Board Development: Met on 4/13. The Up & Coming budget will be discussed tonight.
  - b. Business Plan: No updates
  - c. Community Investment Campaign: Met on 4/18 and reviewed RFP.
  - d. Finance: Still working on finding team members, and working with the grant writing group.
  - e. GM Search: Continued work on compensation package. Learned about an "Interim GM" option through Columinate. They offer experienced short-term GMs essentially on a consultant/contract basis to serve as GM during store opening in order to set the store up for success, so our long-term GM will have existing systems to maintain rather than trying to start fresh themselves.
  - f. Marketing: Marketing for volunteers for our events and teams is a high priority going into the summer, and the team continues to work on CIC documents.
  - g. Owner Engagement: Team is restructuring themselves to better distribute the workload, it's a lot of work but is going well so far.
  - h. Site Selection: Doing research on drafting a Letter of Intent for the potential site. A site valuation has been done to assess its value. Still waiting for more information before moving forward.

## 10. Old Business

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

April 20, 2023

Page 2 of 3

- a. Nashwauk Home Show
  - i. Discussion: This was our first year attending. It went well. Our volunteers received a lot of good feedback and interest and we got 1 new owner during the event.
  - ii. Outcome: Informational
  - iii. Assignments: None
  
- b. Community Investment Campaign Coordinator RFP
  - i. Discussion: This document is nearing completion. Reviewed and discussed adding language regarding the length of the campaign contract, coordinator performance review and compensation in the case of a campaign extension, and compensation amount for the initial 5-month campaign.
  - ii. Outcome: Agreed that if the campaign needs to be extended beyond the first 5 months, the simultaneous extension of coordinator contract dates will be based on several factors including a thorough board review of the completion status of important project benchmarks, overall performance of the coordinator, and the coordinator's ability to continue work on the project. Their compensation would be prorated on a monthly basis, based on the total contract compensation amount for the first 5 months.
  - iii. Assignments:
    - 1. Shara will ask Katie about benchmarks/performance review materials, and her opinion on the compensation amount and performance bonus option.
    - 2. Shara will add a list of resources to the doc highlighting budget, consultant, and volunteer resources the coordinator will have access to.
    - 3. The CIC team will update the RFP with feedback and send it to the board for approval at the May 4th meeting.

### 11. New Business

- a. Assign Budget Preparation
  - i. Discussion: The fiscal year budget for 7/1/23-6/30/24 needs to be drafted for first review in May.
  - ii. Outcome: Lois will be drafting the budget and contacting teams as needed for their input and budgeting needs for next year.
  - iii. Assignments:
    - 1. All teams: Send budget information to Lois.
  
- b. Begin work on 2023-24 Strategic Plan
  - i. Discussion: The Strategic Plan for 7/1/23-6/30/24 will be adopted at the June meeting.
  - ii. Outcome: Identified the high level goals for next year. When updating the strategic plan sheets for each identified goal, we must remember to:
    - 1. Simplify the tasks for each goal.
    - 2. Make sure they are stated as SMART tasks (Specific, Measurable, Achievable, Relevant, and Timely) rather than ongoing operating tasks.
    - 3. Make sure each goal and its associated tasks reflect our co-op values and principles so we can remain accountable to the owners and community we serve.
  - iii. Assignments:
    - 1. Shara will send relevant links to the board for goal sheet templates.
    - 2. Assignments for completion of goals sheets are as follows:
      - a. Secure a site for the physical store (SS Team)
      - b. Complete business plan (BP team)
      - c. Finalize and execute community investment campaign (CIC team)
      - d. Increase owner involvement in marketing team tasks (Marketing team)
      - e. Finalize and implement restructured owner engagement volunteer roles (OE Team)

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

**April 20, 2023**

Page 3 of 3

- c. Prepare for Director Voting
  - i. Discussion: Reviewed bylaws and policies related to voting at the annual meeting on October 24th.
  - ii. Outcome: Decided on an application deadline of August 29th (8 weeks prior to the meeting date).
  - iii. Assignments:
    - 1. Casey will update the Election Policy with any prior needed updates, as well as adding the 8-week application deadline language, and have the policy ready for approval by the end of May.
    - 2. Marketing will start advertising for open positions with this August 29th due date.
  
- d. Back to Business Event
  - i. Discussion: Discussed attendance at the Chamber of Commerce Back to Business event again this year.
  - ii. Outcome: **MOTION** to approve attendance at Back to Business at a cost of \$160 made by Shara. Ellen seconded. Motion carried.
  - iii. Assignments:
    - 1. Brandon will register and email Shara when payment is ready to send.
  
- e. Up & Coming 2023
  - i. Discussion: Conference is Sept 14-16 in St. Paul. Reviewed budget estimate drafted by Ellen. The team will need to make reservations as soon as registration is available, so planning is starting now.
  - ii. Outcome: A few updates to the budget estimate were identified. Agreed to send up to 6 people with a priority to directors, followed by a personal ask to active volunteers to gauge interest in any available spots.
  - iii. Assignments:
    - 1. Ellen will update the budget estimate to reflect only two nights lodging, and add round-trip mileage reimbursement for one vehicle at the current federal rate.
    - 2. All - consider if you would be able to attend the conference this fall.
  
- f. Pro Forma review briefing
  - i. Discussion: Discussed takeaways from meeting with Don Moffitt regarding updates to the financial pro forma, and considered additional funding options presented by Brandon and Isaac Meyer.
  - ii. Outcome: Informational.
  - iii. Assignments: None

12. Upcoming Meetings and announcements:

- a. First board meeting: May 4th at 6:30 pm at Oak Hill Assisted Living
- b. Second board meeting: May 18th at 6:30 pm at Oak Hill Assisted Living

13. Closed session for site selection discussion if needed

14. **MOTION** to adjourn at 8:23pm made by Lois. Ellen seconded. Motion carried.

Postponed Discussion Topics: None

Approved by Board Chair, Brandon Otway

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