

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

**July 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, Angela Edel

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 90 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. June meeting minutes: 6/1 and 6/15
  - b. Board Development team report - none submitted
  - c. Business Plan team report - none submitted
  - d. Community Investment Campaign team report - 7/17
  - e. Financial Statements
  - f. Marketing team report - 7/5
  - g. Owner Engagement team report - none submitted
  - h. Site Selection team report - none submitted

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

5. Policy review

- a. None this month

6. Review Annual Calendar

7. Events Calendar Review

8. Finance Report

9. Team Check-ins:

- a. Board Development: Received a new board applicant, Brandon & Lois are meeting her on Monday to discuss her interests in assisting with the Finance Team.
- b. Business Plan: No updates.
- c. Community Investment Campaign: When Becky met with the potential CIC Coordinator there were some questions that came up regarding the timeline and goals. Those questions were sent to Katie, who will join the team at our next August meeting along with the candidate to help answer them.
- d. Finance: Two volunteers with accounting experience have contacted us with interest in joining the Finance Team.
- e. Marketing: Lydia & Angela are creating short videos with the directors to highlight why they joined the board.
- f. Owner Engagement: August has multiple events needing a lot of total volunteers, still working on booth volunteer recruitment.

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

July 20, 2023

Page 2 of 3

- g. Site Selection: The report from Seven Roots is expected within the next couple weeks. There is a very promising potential site that we are in discussion with the owners of.

### 10. New Business

- a. Lydia's term continuation
  - i. Discussion: Lydia submitted a written letter stating her intent to fulfill the remaining two years of her term.
  - ii. Outcome: **MOTION** to appoint Lydia for a two year term to take effect in October at the conclusion of her current one year term made by Ellen. Lois seconded. Motion carried.
  - iii. Assignments: None
- b. Lois' resignation
  - i. Discussion: Lois submitted a written letter of resignation of her term to be effective October 24th.
  - ii. Outcome: **MOTION** to accept Lois' resignation effective 10-24-2023 made by Lydia. Garrett seconded. Motion carried.
  - iii. Assignments: None
- c. August 3rd meeting reschedule
  - i. Discussion: Brandon, Casey & Shara are all gone on vacations on August 3rd.
  - ii. Outcome: Meeting will be rescheduled to Monday, August 14 at 6:30pm.
  - iii. Assignments: None
- d. Review Class C Share Dividends
  - i. Discussion: FRFC Bylaws require the board to make a determination about whether dividends are to be paid to shareholders. Per recommendation of the Finance Officer, since we are not yet profitable, paying owner dividends is not recommended.
  - ii. Outcome: **MOTION** to approve no dividend payment for FY24 made by Garrett. Ellen seconded. Motion carried.
  - iii. Assignments: None
- e. Bookkeeper/Finance Officer positions
  - i. Discussion: Two volunteers have contacted us in response to a bookkeeping ad, one of which has also applied to be on the board. Identified that according to MN state statute and FRFC bylaws, the Finance Officer does not need to be a director, they only need to be elected by the board to serve as the F.O.
  - ii. Outcome: We are considering bringing them both on board as a team of bookkeeping volunteers. Lois is in contact with them to discuss/begin the onboarding process.
  - iii. Assignments: None

### 11. Old Business

- a. Annual Report
  - i. Discussion: Reviewed current draft of the annual report.
  - ii. Outcome: **MOTION** to approve annual report with addition of updated financials and timeline graphic made by Ellen. Lydia seconded. Motion carried. Assign publishing duties.
  - iii. Assignments:
    - 1. Lois will update financial information.
    - 2. Lydia will update the Year in Review graphic and the cropped timeline graphic on the last page.

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

**July 20, 2023**

Page 3 of 3

- b. Owner Picnic
  - i. Discussion: Discussed the picnic and feedback received from attendees.
  - ii. Outcome: Identified that next year the marketing needs to include more of an agenda/timeline listing when there is a social hour, when food will be served, and when the meeting will start. We will also be starting the meeting a little later in the evening so more folks are able to attend after work.
  - iii. Assignments: OE Team has compiled notes for next year's picnic to start planning for it well ahead of time.
  
- c. Up & Coming Registration
  - i. Discussion: Early Bird registration deadline is August 1st.
  - ii. Outcome: Ellen called and was able to get the existing reservation switched over to the event room block pricing. We are holding four rooms with two beds each, which we may not need all of depending on who attends. As of right now, there are up to 7 potential attendees.
  - iii. Assignments: Brandon will confirm interest and register all attendees by Wed. 7/26.

12. Upcoming Meetings and announcements:

- a. First board meeting: August 14th at 6:30 pm at Oak Hill Assisted Living
- b. Second board meeting: August 17th at 6:30 pm at Oak Hill Assisted Living

13. Discussion of *Vision #1: We have a thriving, cooperatively-owned grocery store which welcomes everyone and cultivates relationships with people in Itasca County and beyond.*

14. Closed session for site selection discussion not needed

15. **MOTION** to adjourn at 8:00 pm made by Lois. Ellen seconded. Motion carried.

Postponed Discussion Topics:

Approved by Board Chair, Brandon Otway

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