

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

November 2, 2023

Page 1 of 3

Directors: Tom Connolly, Casey Dabrowski, Shara Dabrowski, Garrett Holl, Brandon Otway, Ellen Smilanich, Lydia Williams

Staff: N/A

Absent: None

Guests: Angela Edel, Lynn Gannon, Becky LaPlant, Isaac Meyer, Tina White

Late arrivals/early departures: Isaac departed at 6:55pm. Becky departed at 6:56pm.

Call to Order: Brandon called the meeting to order at 6:31pm.

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.
  - c. Brandon requested additional discussion with team member Isaac Meyer regarding financial pro forma as part of the Public Comment Acknowledgement topic.
3. Public comment acknowledgement:
  - a. Isaac Meyer is part of the Site Selection Team and has experience with building projects and financial pro forma review. The team reviewed the financial pro forma, inputting updated figures based on information currently available. Based on these assumptions for the proposed site, the initial findings are that the project will be financially feasible.
4. Outstanding Tasks:
  - a. Board manual updates, Squarespace forms, and Square Terminal are all lingering topics on this sheet. Reviewed items with request for assignees to take care of them as soon as possible and as for help as needed.
5. Co-op Correspondence: None
6. Team Check-ins:
  - a. Board Development: None
  - b. Business Plan: Lisa has put us in contact with Nichole Arbour at IEDC, a new consultant who is willing to assist with the plan.
  - c. Community Investment Campaign: None
  - d. Finance: None
  - e. Marketing: None
  - f. Owner Engagement: None
  - g. Site Selection: None
7. **New Business**
  - a. Approve Vote Results
    - i. Discussion: Board Development team presented the vote totals and affirmed their accuracy. A memo has been created to document the results.
    - ii. Outcome:
      1. **MOTION** to approve 2023 election vote totals as presented and elect Tina White, Garrett Holl, and Brandon Otway made by Shara. Ellen seconded. Motion carried.
    - iii. Assignments:
      1. BD team will assign a mentor to Tina & Lynn
  - b. Review Application of Board Applicant
    - i. Discussion: Reviewed and discussed the application of Lynn Gannon in regards to her appointment to the open board seat.

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

November 2, 2023

Page 2 of 3

- ii. Outcome: Casey and Ellen met with Lynn on 10/21 to discuss her applications, interest and experience. BD team recommended to bring Lynn forward for appointment to fulfill the remaining year of Lois' term from 2023-2024.

- 1. **MOTION** to appoint Lynn Gannon to a one year term through October 2024 made by Casey. Garrett seconded. Motion carried.

- iii. Assignments:

- 1. Shara will get Tina and Lynn access to the Shared Drives and set up a time to meet with them to review folder structure and answer questions.
  - 2. Shara will print a copy of the Confidentiality Agreement for Lynn to sign at the next meeting.

### c. Election of Officers

- i. Discussion: Reviewed the position descriptions prior to nominating candidates for Chair, Vice Chair, Financial Officer, and Records Officer.

- ii. Outcome:

- 1. Election of Chair:

- a. Casey nominated Ellen for Chair, Ellen declined.
    - b. Garrett nominated Brandon, Brandon accepted.
    - c. **MOTION** carried to appoint Brandon Otway as Chair for a one year term.

- 2. Election of Vice Chair:

- a. Shara nominated Ellen, Ellen accepted.
    - b. **MOTION** carried to appoint Ellen Smilanich as Vice Chair for a one year term.

- 3. Election of Financial Officer:

- a. Ellen nominated Tina, Tina accepted.
    - b. **MOTION** carried to appoint Tina White as Financial Officer for a one year term.

- 4. Election of Records Officer:

- a. Brandon nominated Shara, Shara accepted.
    - b. **MOTION** carried to appoint Shara Dabrowski as Records Officer for a one year term.

- iii. Assignments:

- 1. Shara will update the website Directors page.

## 8. Old Business

### a. Up & Coming Review

- i. Discussion: Garrett shared his experiences and takeaways from attending Up & Coming.
- ii. Outcome: Informational
- iii. Assignments: None

### b. Follow-up discussion about Seven Roots Contract finances

- i. Discussion: We were able to confirm that we have paid \$6,750 and \$5,400 (total of \$12,150) so far. We owe \$881.36 for travel so the total paid will be 13,031.36 after the travel invoice is paid. We will be under the proposed contracted amount of \$15,000 by \$1,968.64, which we confirmed with the donor can be set aside for next steps in the development process.
- ii. Outcome: Informational
- iii. Assignments: None

- 9. **MOTION** to move to closed session for site selection discussion at 7:42pm made by Garrett. Shara seconded. Motion carried.

- a. Discussion: Discussed updated information about next steps for the LOI for the site being

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

**November 2, 2023**

Page 3 of 3

considered for a future store.

- b. Outcome: Considered the proposed asking price from the land owner for purchase or lease and determined our maximum price to offer if deciding to purchase. (Note to directors: notes with confidential details on this discussion are housed in this meeting's folder in the Records Officer archives.)
  - i. **MOTION** to approve the amended LOI to reflect the proposed purchase price made by Ellen. Lydia seconded. Motion carried.
- c. Assignments:
  - i. Brandon will update the LOI and resubmit to the landowner.
- d. **MOTION** to call the public meeting back to order at 8:11pm made by Garrett. Ellen seconded. Motion carried.

10. Upcoming Meetings and announcements:

- a. Second board meeting on Thursday, November 16th, 6:30 pm at Oak Hill Assisted Living
- b. Policy Review: C, C5, and quarterly review of procedural expectations
- c. We will select meeting dates for 2024 at the next meeting (Tom will bring the proposed dates)

**MOTION** to adjourn at 8:11pm made by Casey. Ellen seconded. Motion carried.

Postponed Discussion Topics:

Approved by Board Chair, Brandon Otway

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