

FREE RANGE FOOD CO-OP – Board Meeting Minutes

January 18, 2024

Page 1 of 2

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

Staff: N/A

Absent: Tina White

Guests: None

Late arrivals/early departures: None

Call to Order: Brandon called meeting to order at 6:39pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda:
 - a. This agenda has 86 minutes scheduled.
 - b. There are 4 extra minutes for a closed session or topic extensions/additions.
3. Public comment acknowledgement: No comments
4. Consent agenda:
 - a. 12/14 meeting minutes
 - b. Board Development team report - 1/11
 - c. Business Plan team report - nothing to report (SD)
 - d. Community Investment Campaign team report - nothing to report (SD)
 - e. Financial Statements - 12/31
 - f. Marketing team report - 12/13
 - g. Owner Engagement team report - nothing to report. (LW)
 - h. Site Selection team report - nothing to report

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

5. Policy review
 - a. A: Ends
 - b. C-4: Board Meetings
6. Review Annual Calendar
7. Events Calendar Review
8. Finance Report - 2023 12 Finance Report and 2024 0118 Finance Report
9. Team Check-ins
 - a. CIC: Reminder to all directors to review the offering document by January 23rd.

10. Old Business

- a. Spiral Co-op Info Sharing
 - i. Discussion: Lynn had a call with the GM at Spiral Co-op regarding ownership transfers, loans and Class C shares, payment plans, and inactive ownerships. Lynn has more detailed notes about this discussion if needed.
 - ii. Outcome: Informational. Matt strongly suggested we make shares non-transferable due to administrative and legal requirements that can cause difficulties in transferring stock with monetary value and voting rights. Transfers must be well documented and the policy and forms should clearly state that all owner rights are being transferred to the new owner. Regarding payment plans and access to owner perks, he said their policy is that as long as the owner is adhering to the payment plan decided upon, they can access owner discounts and sales, but cannot vote or receive dividend payments until fully paid.
 - iii. Assignments: None

11. New Business

FREE RANGE FOOD CO-OP – Board Meeting Minutes

January 18, 2024

Page 2 of 2

- a. Sales Tax
 - i. Discussion: Tina updated the board on Sales Tax issues, clean-up, and what needs to happen going forward to stay correct and current.
 - ii. Outcome: Lydia, Ellen, Garret and Tina will meet prior to the 2024 event season to discuss options for incorporating sales tax into the Square Terminal and what merchandise items need to be taxed at what rate.
 - iii. Assignments:
 - 1. Lydia will email the group to set up a meeting to review all things merchandise related.

- b. Seven Roots Scope
 - i. Discussion: Brandon met with Seven Roots briefly to discuss potential next steps and they shared some documents for us to review.
 - ii. Outcome: Discussed an outline of the scope of work provided and began the discussion of further partnering with Seven Roots to support the next steps in our work.
 - iii. Assignments:
 - 1. Brandon will email JQ at FCI to ask their opinion on consultants for this type of work to see if there are other companies from whom we could obtain a comparative bid. He will also forward the price quote from Seven Roots for this provided scope of work document once that piece is received from them.

- c. Timekeeping
 - i. Discussion: We have a great deal of work to get done in the near future. At the same time, many of our agenda items are complex and require significant discussion. We walk a fine line between allowing enough discussion on the topic to be thorough and reining in any "side" discussions that may be interesting but take us off track.
 - ii. Outcome: Ellen drafted an example of an agenda which more clearly lays out time allotted for each topic. She proposed assigning a timekeeper to keep our meetings even more on track during this very exciting and busy time, and volunteered to fulfill this role. The board agreed, and will begin using the new timekeeping system in February.
 - iii. Assignments:
 - 1. Ellen will update the Google Doc agenda templates with the new time allotment layout.

12. Upcoming Meetings and announcements:

- a. First board meeting: February 1, 2024 at 6:30 pm at Oak Hill Assisted Living
- b. Second board meeting: February 15, 2024 at 6:30 pm at Oak Hill Assisted Living

13. Closed session for site selection discussion if needed

14. **MOTION** to adjourn at 8:03pm made by Casey. Ellen seconded. Motion carried.

Postponed Discussion Topics: None

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____.