

FREE RANGE FOOD CO-OP – Regular Board Meeting Minutes

September 20, 2022

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Board members: Lois Bendix, Tom Connolly, Casey Dabrowski, Shara Dabrowski, Garrett Holl, Brandon Otway

Staff: N/A

Absent: None

Guests: Anna Johnson, Joyce Peraaho

Late arrivals/early departures: None

Call to Order: Brandon called meeting to order at 6:06pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda: Shara requested to add an owner number announcement, Board & brews update, and reminder of FCI webinars to the agenda.
3. Public comment acknowledgement: No comments
4. Consent agenda:
 - a. August meeting minutes
 - b. Board Development team report
 - c. Business Plan team report - none submitted
 - d. Community Investment Campaign team report - four reports submitted
 - e. Financial report
 - f. GM Search team report - none submitted
 - g. Marketing team report
 - h. Owner Engagement team report
 - i. Site Selection team report - none submitted

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

5. Policy review
 - a. Review D – Global Board Management
 - b. Review D1 – Unity of Control
 - c. Review D2 – Accountability to the General Manager
6. Review Annual Calendar: Updated because policy D2 was listed two months in a row.
7. Review Strategic Plan: Need to update the link in the agendas to the new strategic plan.
8. Events Calendar Review
9. Finance Report

Old Business Items

10. Travel Policy
 - a. Discussion: We've updated the travel policy to be more effective and clear for the various individuals working/volunteering with the co-op who need to travel long distances.
 - b. Outcome:
MOTION to approve the updated Long Distance Travel Policy made by Shara. Lois seconded. Motion carried.
 - c. Assignments: Board Development will update this policy in the board manual.
11. Fiscal Sponsor contract with Get Fit Itasca and YMCA
 - a. Discussion: Anna Johnson has sent a copy of a draft MOU for FRFC to have a fiscal sponsorship with Get Fit Itasca and the YMCA. This would allow more opportunities for applying for grants through partnership with GFI, and for accepting donations with a lower fee than our current CDS Consulting contract.
 - b. Outcome: Reviewed draft MOU and discussed options for the appendix containing the fee schedule. Anna will create the proposed fee schedule and send it to us for review and approval in October.

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- c. Assignments: None

12. Annual Meeting Update

- a. Discussion: Reviewed previously assigned tasks and finalized meeting details. The Ives Theater at the Reif Center is booked at a cost of \$310. We will have access to the theater from 4:30-9:00 pm. Proposed setting door opening time at 5:00 to check in and allow owners to vote in person if they haven't already, with the meeting starting at 6:00, with social gathering time until 8:30 at the latest.
- b. Outcome:
 - i. Schedule a date for envelope stuffing for letters/annual meeting notices: Decided to mail postcard annual meeting notices and send the letters via email.
 - ii. Discussed options for providing snacks/beverages.
 - iii. Identified volunteers we need for:
 - 1. Sign in/Voting table: 2 or 3
 - 2. Merchandise table: 1
 - 3. Ballot confirmation: 1 (any owner not running for the board can help with this)
 - 4. Volunteer Info table: 1
- c. Assignments:
 - i. Shara will ask the Reif about food or food truck options, and Brandon will contact food trucks if that is an option.
 - ii. Brandon and Garrett will bring their laptops to the meeting and Casey will bring the co-op laptop to be used for submitting votes at the meeting.
 - iii. Lois will get financials and highlights to Brandon to add to the presentation.
 - iv. Shara & Casey will finalize the postcard notice.
 - v. Garrett will create a mailing list for the postcards.

13. Proposed Bylaw Amendment

- a. Discussion: Review edits to the proposed bylaw language change for approval by the ownership.
- b. Outcome: **MOTION** to accept the proposed bylaw change and present it to ownership for voting on at October elections made by Lois. Casey seconded. Motion carried.
- c. Assignments: Board Development will include bylaw language on the election ballot.

14. Board Self- Assessment Data

- a. Discussion: Review aggregated data collected from self-assessments in June.
- b. Outcome: Informational with possible action items for the board. Reviewed the doc in overview and will continue discussion on it at future work sessions as time allows.
- c. Assignments: None.

15. Board & Brews Update

- a. Discussion: Reviewed event details to be sure nothing was missing.
- b. Outcome: Ensure everything is prepared for this event.
- c. Assignments: None

16. Reminder of FCI Live Webinars (Informational only)

- a. Discussion: Reminder that the FCI Live webinar series is in progress and available to attend for free for any co-op directors or owners.

New Business Items

17. Request to transfer ownership

- a. Discussion: Owner Kathy Dodge has passed away. We received a request to transfer her

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shares to her husband, Steve Downing.

- b. Outcome: We identified the need to contact FCI to see if they have recommendations for handling these share transfers under a variety of circumstances after the death of an owner for future cases. We will also consider adding a required beneficiary to future ownership applications. Class C shares purchased as part of the first capital campaign will need to be handled separately from the A and B shares of ownership so we will need to find out how many shares Kathy may have purchased in her name.

MOTION to accept transfer of all Class A, B ownership shares for Kathy Dodge to her husband, Steve Downing, and to list Steve as the primary owner for that owner number made by Tom. Lois seconded. Casey abstained from the vote. Motion carried 5-0.

- i. During follow up discussion it was discovered that Steve Downing is already an owner in his own name, so we cannot transfer Kathy's ownership shares to Steve without further research on how this would affect our bylaw requirement of "one person, one vote".

MOTION to withdraw the previous motion regarding transfer of ownership shares for Kathy Dodge to her husband, Steve Downing made by Shara. Casey seconded. Motion carried, and previous motion withdrawn.

- c. Assignments: Lois will contact FCI to research requirements for the transfer of ownerships and/or shares. Based on this information, Board Development will draft a policy for what to do in the event of an owner's death. Shara will send Lois details of class C share purchases by Kathy.

18. Summer Tabling Events Recap

- a. Discussion: Discussed how well the tabling events went this summer and what improvements are needed for next year to make our involvement in these events easier for us and more effective in the community.
- b. Outcome: Informational with possible action items for the board.
- c. Assignments: None

19. Rebranding Logo Review (POSTPONED)

- a. Discussion: Review the final round of logo options from Chelsey Jo Johnson. Identify any concerns or final tweaks/options we'd like to see before approval of the updated logo.
- b. Outcome: Agree on a final version and then vote at the next meeting to adopt.

20. Current Board Members Running for Re-Election Policy Discussion

- a. Discussion: Discussed need for a new policy of what is required to run for re-election. Do current directors simply need to formally state their intention or do they need to file an application like a new applicant? This is not specifically covered in our existing Election policy.
- b. Outcome: Decided to update the existing Director Application Process policy to include a requirement for incumbent directors to file a new application.
- c. Assignments: Board Development will update Director Application Process to reflect application requirement language. Tom, Casey & Shara will all fill out apps since they have verbally committed to run again in 2022 elections.

21. Assign 2023 Calendar Creation

- a. Discussion: Need to create outline of 2023 annual calendar for adoption at a future meeting.
- b. Outcome: Assign someone to create the calendar draft with updated meeting dates for 2023.
- c. Assignments: Tom will create the draft calendar prior to the November board meeting.

22. Owner Number Announcement (Informational only)

- a. WE'VE REACHED 1,000 OWNERS!!!!

23. Upcoming Meetings and announcements:

- a. Board & Brews: Thursday 9/22 from 6:00-8:00 pm at Klockow Brewing

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- b. October work session: 4th at 6:00 pm at Oak Hill Assisted Living with Zoom option
- c. Highway Cleanup: Saturday, Oct 8th 10-12 on Trout Lake Road
- d. October board meeting: 18th at 6:00 pm at Oak Hill Assisted Living with Zoom option
- e. Annual Meeting, October 25th, Reif Center, 5:00 - 8:30 pm
- f. Policy review documents: D3, D4 (Garrett)

24. Closed session for site selection at 8:24pm

25. **MOTION** to adjourn at 8:32pm made by Shara. Garrett seconded. Motion carried.

Postponed Discussion Topics:

Rebranding Logo Review

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____.