

Free Range Food Co-op
Regular Board Meeting - August 16th, 2022, 6:00 pm, Oak Hill Assisted
Living with Zoom option

Our Mission:

“Free Range Food Co-op is a cooperatively-owned grocery store committed to community well-being through access to local, wholesome, organic foods and goods.”

Listening Session Host:

1. Welcome and introductions
2. Additions/deletions to agenda
3. Public comment acknowledgement
4. Consent agenda:
 - a. January meeting minutes
 - b. Board Development team report - none submitted
 - c. Business Plan team report - none submitted
 - d. Community Investment Campaign team report - none submitted
 - e. Financial report - submitted
 - f. GM Search team report - none submitted
 - g. Marketing team report - none submitted
 - h. Owner Engagement team report - none submitted
 - i. Site Selection team report - none submitted
5. [Policy review](#)
 - a. None needed
6. [Review Annual Calendar](#)
7. [Review Strategic Plan](#)
8. [Events Calendar Review](#)
9. Finance Report

Old Business

10. Reimbursement Policy - Casey (< 5min)
 - a. Discussion: We've updated the reimbursement policy to be more effective and inclusive of the various individuals working/volunteering with the co-op
 - b. Outcome: Approve updated policy
11. Presenting Board Self-Assessment Data - Board Development Team (30min)
 - a. Discussion: The team will share out the data collected from the self-assessments we did in June.
 - b. Outcome: Informational with possible action items for the board

12. Update on Michigan owner - Lois (< 5min)
 - a. Discussion: An owner joined by accident thinking our co-op was in Grand Rapids MI where they had recently moved to. The owner brought it to our attention and stated we could use their ownership fee to help someone in need join the co-op. At the July work session, the board proposed to not accept this ownership.
 - b. Outcome: Motion to approve four \$25 scholarships with the funds from that owner.
13. New Insurance Policies - Shara (10min)
 - a. Discussion: Review proposed insurance policy company changes, coverage limits, and costs.
 - b. Outcome: Decide on the policy we want and motion to approve the selection.
14. Itasca County Fair Update - Lois (5 min)
 - a. Discussion: We have a number of shifts that still need to be filled and someone to help with takedown.
 - b. Outcome: Have shifts filled and someone committed to returning tabling materials to the garage.
15. Constant Contact - Shara (< 5min)
 - a. Discussion: Per discussion at the August work session, the Constant Contact expected rate has increased from the previously approved cost of \$10/month to \$29.75/month.
 - b. Outcome: Motion to approve increased cost of Constant Contact from previously approved \$10/month to \$29.75/month.

New Business

16. Bovey Farmers Day - Lois (5min)
 - a. Discussion: We are tabling at this event and need people to help transport materials, drive the float, work the table, and people to walk in the parade.
 - b. Outcome: Develop plan to fill these slots with volunteers.
17. NCROC Visitors Day (< 5min)
 - a. Discussion: We are attending this event and need to pay the \$100 tabling fee.
 - b. Outcome: Assign writing of the check.
18. Approve use of CHIP Funds for owner scholarships - Lois (< 5min)
 - a. Discussion: Merry Moody has been given approval to use CHIP funds to pay for \$25 of new ownerships.
 - b. Outcome: Motion to approve this offer.
19. Accept Resignation of Laine Yandell as board member
 - a. Discussion: Laine has submitted a letter of resignation because she will be moving to California. This will be her last meeting with the board.
 - b. Outcome: Motion to accept resignation.
20. Proposed Bylaw Amendment - Casey (10min)
 - a. Discussion: The board will need to review a proposed bylaw language for approval by the ownership.

- b. Outcome: Motion to approve wording of amendment to bring forward to annual meeting.
- 21. Upcoming meeting information
 - a. September work session: 6th at 6:00pm on Oak Hill Assisted Living
 - b. September board meeting: 20th at 6:00pm on Oak Hill Assisted Living
 - c. Policy review documents: D, D1, D2 (Brandon)
- 22. Closed session if needed
- 23. Motion to adjourn

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Board members: Lois Bendix, Tom Connolly, Casey Dabrowski, Shara Dabrowski, Garrett Holl, Laine Yandell

Staff: N/A

Absent: Brandon Otway

Guests: Joyce Peraaho

Late arrivals/early departures: None

Call to Order: Laine called meeting to order at 6:09pm

1. Welcome and Introductions
2. Additions/Deletions to the agenda: Casey proposed tabling discussion of the Reimbursement Policy and Board Evaluations until the September board meeting. Lois proposed adding discussion about upcoming elections. Agenda amended to reflect changes.
3. Public comment acknowledgement: No comments
4. Consent agenda:
 - a. July meeting minutes
 - b. Board Development team report -
 - c. Business Plan team report - none submitted
 - d. Capital Campaign team report - none submitted
 - e. Financial report
 - f. GM Search team report - none submitted
 - g. Marketing team report - none submitted
 - 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. Garrett seconded. Motion carried.

5. Policy review
 - a. None needed this month
6. Review Annual Calendar
7. Review Strategic Plan - Shara will update the link for this new Strategic Plan on the agenda template.
8. Events Calendar Review
9. Finance Report

Old Business Items

10. Reimbursement Policy - POSTPONED
 - a. Discussion: We've updated the reimbursement policy to be more effective and inclusive of the various individuals working/volunteering with the co-op.
 - b. Outcome: Approve updated policy
 - c. Assignments: none
11. Presenting Board Self-Assessment Data - POSTPONED
 - a. Discussion: The team will share the data collected from the self-assessments we did in June.
 - b. Outcome: Informational with possible action items for the board
 - c. Assignments: none
12. Update on Michigan owner
 - a. Discussion: An owner joined by accident thinking our co-op was in Grand Rapids MI where they had recently moved to. The owner brought it to our attention and stated we could use their ownership fee to help someone in need join the co-op. At the July work session, the board proposed to not accept this ownership and to distribute the ownership fee according to the person's wishes.
 - b. Outcome: **MOTION** to approve four \$25 scholarships with the funds from owner #951 Bethany

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Reed after reversal of her ownership made by Lois. Garrett seconded. Motion carried.

- c. Assignments: Lois will mark ownership as canceled on the Owner Directory, and the four scholarships will be used at upcoming NCROC Visitors Day.

13. New Insurance Policies

- a. Discussion: Reviewed proposed insurance policy company changes, coverage limits, and costs.
- b. Outcome: **MOTION** to approve new General Liability policy with Burlington Insurance at an annual cost of \$997.53, and new Directors & Officers policy with Founders Shield Insurance at an annual cost of \$3,675 made by Casey. Lois seconded. Motion carried.
- c. Assignments: Shara will get new policies in place and cancel the old policy.

14. Itasca County Fair Update

- a. Discussion: Reviewed number of shifts that still need to be filled and need someone to help with takedown.
- b. Outcome: Shara will send an updated list of fair volunteers to Lois and Garrett will return tabling materials to the garage.
- c. Assignments: None

15. Constant Contact

- a. Discussion: Per discussion at the August work session, the Constant Contact expected rate has increased from the previously approved cost of \$10/month to \$29.75/month.
- b. Outcome: **MOTION** to approve increased cost of Constant Contact from previously approved \$10/month to \$29.75/month made by Shara. Lois seconded. Motion carried.
- c. Assignments: none

New Business Items

16. Bovey Farmers Day

- a. Discussion: We are tabling at this event on Monday, September 5th and need people to help transport materials, drive the float, work the table, and walk in the parade.
- b. Outcome: Develop plan to fill these slots with volunteers.
- c. Assignments: Lydia is working on creating social media posts for volunteers, Lois will be emailing the volunteer list, and Shara will write Lois a check for the registration.

17. NCROC Visitors Day

- a. Discussion: We are attending this event on Thursday 8/25/22 and need to pay the \$100 tabling fee. Brandon will be tabling.
- b. Outcome: Assign writing of the check.
- c. Assignments: Shara will pay registration fee.

18. Approve use of CHIP Funds for owner scholarships

- a. Discussion: Merry Moody has been given approval to use CHIP funds to pay for \$25 of new ownerships as part of an ownership drive running for the duration of the County Fair from 8/17 through 8/21, with no limit to the number of new owners.
- b. Outcome: **MOTION** to accept this ownership fee sponsorship offer from CHIP made by Lois. Tom seconded. Motion carried.
- c. Assignments: Marketing will send email to owners and newsletter recipients, and create social media posts.

19. Accept Resignation of Laine Yandell as board member

- a. Discussion: Laine has submitted a letter of resignation because she will be moving to California. This will be her last meeting with the board.
- b. Outcome: **MOTION** to accept Laine Yandell's resignation effective 8/16/22 made by Shara. Tom

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seconded. Motion carried.

- c. Assignments: Shara will remove Laine from Shared Drives and Clickup, and add to the September agenda to appoint an interim Vice Chair until after October elections.

20. Proposed Bylaw Amendment

- a. Discussion: Reviewed a proposed bylaw language update for approval by the ownership at the annual meeting in October. The change would update the bylaws to reflect more inviting requirements for new directors by allowing them to serve only 1 year upon their first election with the option of being appointed to the remaining 2 years of their term after that first year.
- b. Outcome: Motion to approve wording of amendment to bring forward to annual meeting.
- c. Assignments: Casey will update the draft based on our discussion so the final draft can be approved at the September board meeting.

21. Director Elections

- a. Discussion: Recapped our previous discussions on ways to improve the new director recruitment and onboarding strategies.
- b. Outcome: Address any new considerations or ideas from directors that have come up since our last meeting.
- c. Assignments: Marketing will create ads for the 1-year term bylaw change to start ahead of the elections, and send a newsletter to owners specifically about being a director and explaining the proposed bylaw changes.

22. Upcoming Meetings and announcements:

- a. September work session: 6th at 6:00pm on Oak Hill Assisted Living
- b. September board meeting: 20th at 6:00pm on Oak Hill Assisted Living
- c. Policy review documents: D, D1, D2 (Brandon)

23. Closed session for site selection discussion if needed - Not needed

24. **MOTION** to adjourn at 7:32pm made by Tom. Casey seconded. Motion carried.

Postponed Discussion Topics:

Reimbursement Policy (item#10) - September board meeting

Presenting Board Self-Assessment Data (item#11) - September board meeting

Approved by Board Chair, Brandon Otway

Signature: _____ Date: _____.

Free Range Food Co-op

Profit and Loss

July 2022

	TOTAL
Income	
Investments	
Interest-Checking, Savings	3.50
Total Investments	3.50
Program Income	
Owner Fees	0.00
Total Program Income	0.00
Sales of Product Income	80.00
Services	4.12
Total Income	\$87.62
GROSS PROFIT	\$87.62
Expenses	
Capital Campaign	
Consultant Services	625.00
Total Capital Campaign	625.00
Community Events	
Event Supplies	181.28
Total Community Events	181.28
Operations	
Charitable Contributions	714.58
Information Technology	35.00
Software Charges	9.99
Travel	273.95
Website	12.00
Total Operations	1,045.52
Other Types of Expenses	
Credit Card Fees	4.12
Total Other Types of Expenses	4.12
Promotional Materials	583.54
Radio Advertising	45.83
Website	19.00
Total Expenses	\$2,504.29
NET OPERATING INCOME	\$ -2,416.67
NET INCOME	\$ -2,416.67

Free Range Food Co-op

Balance Sheet

As of July 31, 2022

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Affinity Plus FCU	52.09
Affinity Plus FCU Savings	24,629.10
Reserve - Affinity Savings	15,695.90
Total Affinity Plus FCU Savings	40,325.00
Paypal Merchant	124.76
Total Bank Accounts	\$40,501.85
Accounts Receivable	
Accounts Receivable	2,047.71
Allowance for Doubtful Accounts	-546.50
Total Accounts Receivable	\$1,501.21
Other Current Assets	
Inventory Asset	2,868.16
Undeposited Funds	0.00
Total Other Current Assets	\$2,868.16
Total Current Assets	\$44,871.22
Other Assets	
Other Assets	2,992.95
Total Other Assets	\$2,992.95
TOTAL ASSETS	\$47,864.17
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	0.00
Total Accounts Payable	\$0.00
Other Current Liabilities	
Minnesota Department of Revenue Payable	8.96
Reimb Due to Board Members	0.00
Total Other Current Liabilities	\$8.96
Total Current Liabilities	\$8.96
Total Liabilities	\$8.96
Equity	
Class A Equity	23,775.00
Class B Equity	38,750.00
Class C Equity	26,125.00
Opening Balance Equity	32,843.00
Unrestricted Net Assets	-71,221.12
Net Income	-2,416.67
Total Equity	\$47,855.21
TOTAL LIABILITIES AND EQUITY	\$47,864.17

Free Range Food Co-op

Profit and Loss

July 1 - August 11, 2022

	TOTAL
Income	
Investments	
Interest-Checking, Savings	3.50
Total Investments	3.50
Program Income	500.00
Owner Fees	130.53
Total Program Income	630.53
Sales of Product Income	100.00
Sales of Promotional Products Income	20.00
Services	4.12
Total Income	\$758.15
GROSS PROFIT	\$758.15
Expenses	
Capital Campaign	
Consultant Services	625.00
Total Capital Campaign	625.00
Community Events	
Event Fees	75.00
Event Supplies	317.28
Total Community Events	392.28
Operations	
Charitable Contributions	714.58
Information Technology	35.00
Software Charges	366.99
Travel	273.95
Website	24.00
Total Operations	1,414.52
Other Types of Expenses	
Credit Card Fees	9.65
Total Other Types of Expenses	9.65
Promotional Materials	583.54
Radio Advertising	45.83
Website	19.00
Total Expenses	\$3,089.82
NET OPERATING INCOME	\$ -2,331.67
NET INCOME	\$ -2,331.67

Free Range Food Co-op

Balance Sheet

As of August 11, 2022

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Affinity Plus FCU	1,872.09
Affinity Plus FCU Savings	23,393.86
Reserve - Affinity Savings	15,695.90
Total Affinity Plus FCU Savings	39,089.76
Paypal Merchant	125.00
Total Bank Accounts	\$41,086.85
Accounts Receivable	
Accounts Receivable	2,047.71
Allowance for Doubtful Accounts	-546.50
Total Accounts Receivable	\$1,501.21
Other Current Assets	
Inventory Asset	2,868.16
Undeposited Funds	0.00
Total Other Current Assets	\$2,868.16
Total Current Assets	\$45,456.22
Other Assets	
Other Assets	2,992.95
Total Other Assets	\$2,992.95
TOTAL ASSETS	\$48,449.17
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	0.00
Total Accounts Payable	\$0.00
Other Current Liabilities	
Minnesota Department of Revenue Payable	8.96
Reimb Due to Board Members	0.00
Total Other Current Liabilities	\$8.96
Total Current Liabilities	\$8.96
Total Liabilities	\$8.96
Equity	
Class A Equity	23,900.00
Class B Equity	39,125.00
Class C Equity	26,125.00
Opening Balance Equity	32,843.00
Unrestricted Net Assets	-71,221.12
Net Income	-2,331.67
Total Equity	\$48,440.21
TOTAL LIABILITIES AND EQUITY	\$48,449.17

FRFC 2023 BUDGET			July, 2022	Year To Date	Balance
Accounting Fees	Operations	750.00			750.00
Bank Fees	Operations	0.00			0.00
Brochures	Advertising	1,200.00			1,200.00
Goods to Sell	COGS	1,500.00			1,500.00
Community Education Costs	Community Events	500.00			500.00
Community Event Fees	Community Events	1,500.00			1,500.00
Community Event Supplies	Community Events	300.00	181.28	181.28	118.72
Communty Event Gift Baskets	Community Events	200.00			200.00
Credit Card/PayPal Fees	Operations	0.00	4.12	4.12	-4.12
Donations	Operations	1,000.00	714.58	714.58	285.42
Insurance	Operations	1,400.00			1,400.00
Lodging	Operations	1,000.00			1,000.00
Meals	Operations	250.00			250.00
Memberships	Operations	350.00			350.00
Miscellaneous Fees	Operations	0.00			0.00
Office Supplies	Operations	100.00			100.00
On-Line Marketing	Advertising	500.00			500.00
Postage, Mailing Services	Operations	300.00			300.00
Promotional Materials	Advertising	950.00	583.54	583.54	366.46
Radio Advertising	Advertising	600.00	45.83	45.83	554.17
Information Technology	Operations	900.00	44.99	44.99	855.01
Training Fees	Operations	1,600.00			1,600.00
Travel	Operations	250.00	273.95	273.95	-23.95
Website	Operations	500.00	31.00	31.00	469.00
Total for General Operations		15,650.00	1,879.29	1,879.29	13,770.71
Capital Campaign	Consultant	11,775.00	625.00	625.00	11,150.00
	CC Coordinator	20,000.00			20,000.00
	CC Postage	3,000.00			3,000.00
	CC Supplies	600.00			600.00
	CC Celebrations	4,000.00			4,000.00
	CC Data System	8,000.00			8,000.00
	CC Legal Fees	10,000.00			10,000.00
	CC Video	1,500.00			1,500.00
	CC Miscellaneous	1,000.00			1,000.00
	CC Printing	1,000.00			1,000.00
Capital Campaign Total		60,875.00			60,250.00
General Manager Search		8,000.00			8,000.00
Business Plan		1,400.00			1,400.00
Total Special Costs		70,275.00	625.00	625.00	69,650.00
TOTAL BUDGET		85,925.00	2,504.29	2,504.29	83,420.71