

**Red Wiggler Community Farm
Board Meeting Minutes
July 23, 2020**

The meeting was held on Thursday, July 23 via video.

The following Board members were present:

- Katie Leary Sebastian, President
- Jim Heaney, Vice-President
- Louis Eby
- Chris Garosi
- Cynthia Hamilton
- Ben Laimon
- Stacy Molander

The following staff members were in attendance:

- Woody Woodroof, Executive Director

A quorum was present. The meeting was called to order by Katie at 8:00 AM.

The minutes of the Board meeting held on May 28 were approved without amendment.

Executive Director Update (Woody)

Woody provided an update on farm operations. The recent storm was a setback but the staff are working through it. The CSA and food donations to food banks and pantries responding to COVID-19 continue. Fundraising efforts are moving forward and current efforts are focused on applying for a new state funding opportunity. Some of the growers have returned, however keeping social distancing guidelines has been challenging.

Finance Committee (Chris Garosi)

The Finance Committee report was circulated in advance of the meeting. Highlights of the report were reviewed.

As of June 2020, revenue was \$562k, expenses \$449k and net income \$113k. Additionally, operating cash is \$425k (covering approximately 7.2 months of operating expenses) and total cash is \$497k (covering approximately 8.4 months of operating expenses). Revenue and expenses are on target.

An update was provided regarding growers pay moving forward. For the rest of the fiscal year, we will spend to budget for growers' pay and it will be spread equitably across all growers.

ACTION ITEM: The FY21 budget to be presented to the Board at the September meeting, and distributed in advance of the meeting.

The following action items from the previous meetings are on hold:

ACTION ITEM: Codifying salary comparables methodology.

ACTION ITEM: Secure three bids for independent audit services.

ACTION ITEM: Examine need for and secure (if appropriate) a business line of credit for RWCF.

Development Committee (Stacy Molander)

The Development Committee report was circulated in advance of the meeting. Highlights of the report were reviewed.

Woody provided an update on how programming is pivoting in response to COVID-19, specifically the "neighbors in need" effort which is working to provide as much food as possible to community members in need as a result of the pandemic. There was discussion about how this pivot could widen the pool of potential foundation funders. Woody also reiterated that Care Farming remains a priority area for foundation funders.

ACTION ITEM: Board members to send any virtual event examples to Stacy to vet and share with staff as appropriate.

ACTION ITEM: Stacy will work with staff to determine the best process for Board members to write thank you notes to key donors.

Governance Committee (Jim Heaney)

The Governance Committee report was circulated in advance of the meeting. Highlights of the report were reviewed.

There was discussion about the four Board member prospects submitted to the Committee. A next step was determined for three of the four names and assigned to either Woody or a Board member.

There was discussion about the Board portal and agreement that the process is working.

There was discussion about changing the bylaws to clarify the process for approving a Board member's second term. It was proposed that the bylaws be changed from "new directors may be elected by a majority of the quorum at any Board meeting" to "Directors may be elected and reelected by a majority of the quorum at any Board meeting."

The Board voted to approve the change to the bylaws as presented. It was unanimously approved.

There was discussion about the need to revise the leave policy which was developed when compensation was less generous and before winter programming was developed. It was discussed that changes would not eliminate existing accrued leave. The Governance Committee will consider changes to the leave policy.

ACTION ITEM: An update on discussions with the three Board members prospects will be provided at the September Board meeting.

ACTION ITEM: The bylaws will be changed by Louis to reflect the approved language.

Executive Director Update (Woody)

Woody provided some additional updates related to using the capital budget to renovate the milk house, other general maintenance plans and staffing over the winter, including the reduction of some staff hours and the hiring of two current interns to remain through the winter. It was noted that at this point there are no volunteers coming to work on a daily basis.

Woody shared that he and other Board members attended the mergers and partnerships webinar discussed at the last meeting, and based upon the information gathered, this effort will be put on hold.

ACTION ITEM: Revisit the timing of sending a response to the lease letter at the September Board meeting.

Board Discussion Topics

There was discussion about establishing a new Board meeting schedule. It was determined that post-pandemic we will transition to two in person meetings and four virtual meetings. All meetings will remain virtual during the pandemic.

There was an open discussion about further addressing diversity and inclusion at RWCF. Several Board members shared examples of how other organizations are engaging in the issue and/or resources RWCF could consider.

There was discussion about future Board meeting discussion topics. The Board agreed to continue the discussion about diversity and inclusion at the September Board meeting.

ACTION ITEM: Board members to put recommended diversity and inclusion resources on the Board portal by Thursday, August 6.

The meeting was adjourned at 10:00 AM.

Minutes prepared by Stacy Molander.