

**Red Wiggler Community Farm  
Board Meeting Minutes  
September 24, 2020**

The meeting was held on Thursday, September 24 via video.

The following Board members were present:

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

The following staff members were in attendance:

- Woody Woodroof, Executive Director
- Diane Ringel, Business Manager

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

The minutes of the Board meeting held on July 23 were approved without amendment.

**Executive Director Update (Woody Woodroof)**

Woody reviewed the highlights of his Executive Director report. Growers have started to return to the farm but it has been challenging with safety protocols. The Education Program is on hiatus and that time has been diverted to the Neighbors in Need program. Volunteers have returned to the farm but with safety protocols in place. The Care Farming program is back on track and an RFP was issued for program logo and website development, and planning is underway for a winter virtual training. The CSA is being revamped to better support the goal of 50% of the CSA purchased by traditional customers and 50% of the CSA distributed to partnering agencies serving the Neighbors in Need effort.

**Finance Committee (Chris Garosi)**

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

As of July 2020, revenue was \$571k, expenses \$509k and net income \$62k. Net income at year end is projected to be a loss of \$32k due to moving the revenue from the Paycheck Protection Program from FY20 to FY21.

Additionally, operating cash is \$379k (covering approximately 6.6 months of operating expenses) and total cash is \$451k (covering approximately 7.8 months of operating expenses).

The revenue and expense details of the FY21 budget were reviewed, with a specific note as to where budget items have changed due to the pandemic. Key highlights of budgeted revenue include: all revenue opportunities are identified/named; foundation grants increased by \$60k; community market sales decreased by \$26.5k; events revenue decreased by \$22k by removing all in person events/sponsorships and replacing with \$15k in revenue from virtual events. Key highlights of budgeted expenses include: no salary increases for staff; the addition of two new positions to the staffing plan; reduction of grower hours; and absorbing the healthcare premium increase. The capital budget includes \$42k for unidentified expenses in FY21.

There was discussion about the impact of no salary increases on staff morale and acknowledgement that staff are aware and in support of the decision, given the addition of two new positions to right size workloads. There was discussion about the reduced maintenance budget and acknowledgement that a volunteer has been helping with many maintenance issues.

The Board voted to approve the FY21 budget as presented. It was unanimously approved.

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.

Thank you to all Board members for your generous support in FY20, as Board contributions are on track to meet the pledges collectively made at the beginning of the fiscal year. There was acknowledgement of “invitation only” funders and the desire to ask Board members of any relationships at target prospects, beginning with the Marriot Foundation. A gift acceptance policy is in development and will be shared with the Board at the November meeting.

ACTION ITEM – Stacy to circulate a list of key staff/trustees at the Marriot Foundation to determine if any Board members have relationships.

ACTION ITEM – Development Committee to present gift acceptance policy to the Board in November.

### **Governance Committee (Jim Heaney)**

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

The Board voted to appoint Kim Guay and Elgin Martin to the Board effective immediately. Both appointments were unanimously approved. Stacy will serve as Kim’s “buddy” and Chris will serve as Elgin’s “buddy.”

Highlights of the leave policy review process that the Committee conducted was shared. Based on this review, the Committee recommends that the policy be changed so that upon leaving RWCF an employee will be paid no more than 20 days of leave.

The Board voted to revise the leave policy as recommended by the Committee. It was unanimously approved.

ACTION ITEM – Committee chairs to clean up shared folders and transfer files to new Board portal by October 15.

### **Board Discussion Topics**

There was discussion about retaining a consultant to assist RWCF in “taking a temperature check” as to the organization’s approach to equity, inclusion and diversity. The desired result is that the review process would generate suggested actions RWCF could take to strengthen its commitment to equity, inclusion and diversity, both from a programmatic and internal policy standpoint.

With the addition of two new Board members and the closing of the fiscal year, Katie will be reviewing current committee assignments.

ACTION ITEM – Any Board member who would like to be part of the consultant selection subcommittee, please reach out to Katie by October 15.

ACTION ITEM – Board members to send committee preferences to Katie by October 15.

ACTION ITEM – Board to review and approve proposed 2021 Board meeting schedule at the November meeting.

The meeting was adjourned at 10:00 AM.

Minutes prepared by Stacy Molander.