



Rhode Island Food Policy Council

Rhode Island Food Policy Council

WORKING FRAMEWORK/BYLAWS

As amended November 21, 2013

Vision:

The Rhode Island Food Policy Council (RIFPC) envisions a day when Rhode Island will be a national model because of the strength of its local food system and its success at achieving community food security and optimal public health.

We envision a Rhode Island where safe, nutritious, and culturally appropriate food is accessible and affordable in every RI community and in which an increasing proportion of the state's food supply is raised, caught and processed locally.

We envision a Rhode Island in which the local food system is a growing component of the state's economy, a connecting framework for stakeholders across multiple sectors (production, distribution, access, public health, and resource recycling), and a creator of new jobs and cottage industries that contributes to the State's long-term economic viability.

Mission:

The Rhode Island Food Policy Council's work will be coordinated by a statewide collaboration of diverse, committed, and engaged stakeholders from all sectors of the food system. The RIFPC will create partnerships, develop policies, and advocate for improvements to the local food system that increase and expand its capacity, viability, and sustainability.

Benefits of Participation in the Council:

1. RIFPC participants benefit from the opportunity to work with a statewide collaboration of diverse, committed, and engaged stakeholders from all sectors of the food system;
2. RIFPC participants will glean a greater understanding of food systems and community food security from working together on issues; and,
3. By working together, participants will increase the likelihood that community food security issues will get the needed recognition, support and reform from relevant decision makers and institutions.



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I. Council

A. **Composition and Membership/Representation of Sectors.**

The Council will be comprised of between 15-19 elected members. In addition, the Chair of each Work Group shall serve as an ex-officio, non-voting member of the Council. Elected council members shall serve without compensation.

B. **Election and Terms of Office.**

Council members are elected for a two-year term and may renew membership for an additional term, choosing to extend this second term for 1 or 2 years. Rotations in length of membership will thus ensure continuity with new members joining experienced members. Individuals interested in serving beyond a second term must rotate off the Council for a minimum of 1 year before being eligible to serve on the Council again. The membership selection process shall strive to consider racial, socioeconomic, ethnic and geographic diversity. In making nominations for Council membership, the Governance Committee shall use its best efforts to assure that the membership of the Council is diverse and includes committed and engaged stakeholders from all sectors of the food system and to ensure that the elected membership of the Council does not change by more than one third of the number of elected Council members in any given year.

Except as necessary to fill vacancies, the terms of Office on the Council shall begin on January 1 of the year following election. Should a vacancy occur on the Council, the Governance Committee may nominate, and the Council may then elect, a person to fill that membership position for the balance of the unexpired term.

C. **Nominations.**

The Governance Committee shall make nominations of persons for election to the Council and to fill such vacancies as may arise in the Council's membership. The Governance Committee shall solicit recommendations for membership in the Council through an Open Announcement in a manner that provides opportunity for input from the community, stakeholders, and persons interested in serving on the Council. The Governance Committee shall solicit these nominations during the third quarter of each calendar year, for a period of not less than thirty days as designated by the Committee, and shall report a list of qualified nominees to be considered by the Council at a Closed Meeting of the Council, to be held at least thirty days prior to the Annual Meeting. The presentation of the names and qualifications of persons for consideration for election shall be made to the Council by the Chair of the Governance Committee.



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D. Duties of Council Members.

1. **Attendance.** Council members are expected to attend all business meetings of the Council. Excused absences (sickness, death in family, business trips or emergencies) will not affect a member's status. However, missing three consecutive meetings and/or more than three unexcused absences in a 12-month period shall constitute cause to recommend resignation and replacement of the position.
2. **Committee and Work Group membership.** Each elected Council member shall serve, at a minimum, on either one Committee or one Work Group of the Council.
3. **Responsibilities.** The responsibilities of members are to:
 - a. Create new and innovative ideas and plans for RI's food system;
 - b. Monitor and promote the RI food system across multiple sectors; and
 - c. Help support the vision, mission, goals, objectives and responsibilities of the RI Food Policy Council through participation in its meetings, Committees, Work Groups, activities, deliberations and events.

E: Meetings

1. Business Meetings.

The Council shall hold regularly scheduled business meetings no less than quarterly that are publicly announced in advance. The Council shall determine whether such meetings are closed and for the purposes of conducting internal Council business or open in whole or part. All regularly scheduled Open Business Meetings will include a reasonable allotment of time for community input. Open business meetings will be open to all community members; but only elected Council members will vote and/or take action on recommendations and work activities for the Council.

Special business meetings of the Council may be scheduled by the Council, the Steering Committee, or the Chair as necessary.

The presence of a quorum will be required to take actions at all meetings. A majority of voting members will constitute a quorum for the purposes of convening Council meetings and taking actions. Council members may take a written position on action items prior to a meeting if they are unable to attend the meeting; but no proxy votes will be allowed.

2. Annual Meeting.

The Council shall hold an Annual Meeting during the fourth quarter of each year for Council members, Committee members, Work Groups, stakeholders and the general public interested in the work of the RIFPC. This Annual Meeting will function as a



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celebration of the year's accomplishments, a forum for gathering input from stakeholders and the general public and for helping set priorities for the upcoming year. The Council will elect Officers and members for the next calendar year at the Annual Meeting.

3. Ground Rules for Council Meetings.

Council members agree to:

- Start and end meetings on time.
- Turn cell phones to vibrate or off.
- Read minutes when a meeting has been missed.
- Build trust by meeting commitments to one another.
- Fully participate, actively listen and use open communication methods.
- Value each other's opinions.
- Maintain a focus on vision, mission and strategies.
- Work toward progress.
- Uphold decisions made by the Council as exhibited through embracing the shared vision, putting individual interests aside, and speaking with a unified voice.

** Recuse themselves from discussion of or vote on any matter or action before the Council or any Committee or Work Group of the Council, which would result in a Conflict of Interest.*

F. Operations of the Council

Affiliation with a Fiscal Agent and Fiscal Management

The RI Food Policy Council shall be affiliated with a non-profit fiscal agent or sponsor to help provide staff support and an avenue for grant submissions. All funding proposals/opportunities shall be vetted by the Fundraising Committee before their submission. Any grant applications submitted on behalf of the Council must be consistent with an approved position of the Council. The Council shall be informed by the Fundraising Committee (i) of all funding proposals/opportunities made by or on behalf of the Council and (ii) of the Council approved basis for submitting the funding proposal/opportunity. The non-profit fiscal agent or sponsor will maintain its books in such a way as to delineate the finances of the Council and will provide regular, financial reports to the Treasurer not less than quarterly.

II. Officers.

Officers. Officers shall include a Chair, Vice-Chair and Treasurer.

A. Election and Terms.

Officers shall be elected by consensus of the Council (as described in Section V) at the Annual Meeting. Nominations of persons to serve as Officers shall be made by the



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Governance Committee in the same manners as provided for in section I C for nominations for the election of members to be elected at the Annual meeting. Officers shall serve for a term of one year, which shall commence on January 1 or until their successors are elected, whichever date is the later.

Vacancies.

Whenever the Steering Committee, or the Chair acting on behalf of the Steering Committee, determines that there is a vacancy in Office as result of death, resignation, incapacity or forfeiture, the Governance Committee shall solicit nominations of persons to fill such vacancy and shall make its recommendation of a person to fill such vacancy by election at the next regular or special meeting of the Council. During the period of any vacancy in an office, between when an office is deemed vacant and when it is filled by an election, the Steering Committee may appoint a member of the Council to act as that Officer on a temporary basis. Any Officer who is determined by the Governance Committee not to have conducted the responsibilities of such office with integrity shall be deemed to have forfeited the office.

B. Duties of Officers

1. Chair:

- Develop meeting agendas with staff and preside at Council and Steering Committee meetings;
- Ensure that the Council acts in accordance with its vision, mission and policies;
- Facilitate consensus decision-making at meetings whenever possible;
- Commit to keeping the work of the Council and administration of the Council affairs going between meetings; and
- Enter into agreements on behalf of the Council with the approval of the Steering Committee.

2. Vice-Chair:

- Assume the duties of the Chair in his/her absence;
- Oversee the work of the Governance Committee, ensuring continuity of Council membership; and
- Assist the Chair with tasks as needed.

3. Treasurer:

- Maintain control of the funds of the Council;
- Assure that the Council's funds are held in a manner that is prudent and consistent with generally accepted accounting principles and the conditions of their award or receipt;



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- Authorize disbursements of funds in accordance with the budget of the Council or the intended purpose of the funds;
- Maintain, or provide for the maintenance of, the financial records of the Council;
- Report to the Council, the Steering Committee and the Chair on the financial condition of the Council; and
- Serve as liaison between the Council's fiscal agent/sponsor and the Council.

III. Committees.

Council Committees:

Council members will be responsible for fulfilling the following responsibilities to ensure continuity of the Council:

The Rhode Island Food Policy Council established seven standing committees, as follows: 1) Steering, 2) Governance, 3) Finance, 4) Fundraising, 5) Policy, 6) Outreach and Communication and 7) Data, Evaluation and Research. In contrast to the Work Groups, whose function will be to work on specific projects/priority areas with expected end dates, the work of the Council's Committees will be ongoing in nature.

The Council Chair will lead the Steering Committee that will consist of the Chairs from each of the standing committees. The Vice Chair of the Council will serve as the Chair of the Governance Committee and the Council's Treasurer will serve as the Chair of the Finance Committee. The Chairs of all other Committees will be appointed and approved by the full Council every two years.

1. Steering Committee

Chair: RIFPC Chair

Members: RIFPC Vice Chair and Treasurer, as well as the Chairs of the Policy Committee, the Outreach and Communications Committee, the Finance Committee, the Fundraising Committee and the Data, Evaluation and Research Committee.

During the period after their election as Officers at the annual meeting and until their terms officially begin on January 1, the Officers-Elect will serve as ex-officio, non-voting members of the Steering Committee.

Responsibilities:

- Meet as needed in the period between full Council meetings and work with Council staff to set desired outcomes and agenda items for Council meetings;



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- Assume responsibility for decisions that need to be made in the absence of a full Council meeting;
- In order to assure the on-going functioning of the Council, fill any vacancies in any Officers of the Council, Committee Chairs or Work Group Chairs on a temporary basis until such time as those vacancies are filled in the manner for appointment or election to those positions as set forth in this Working Framework/By-Laws;
- Prepare the annual budget of the Council and approve any changes to the budget necessary to accomplish the purposes of the Council;
- Oversee the expenditure of any funds received by the Council;
- Establish job descriptions for staff retained by the Council, including through its fiscal agent/sponsor and provide ongoing management and supervision of staff;
- Approve the terms and conditions of any agreement to be entered into by the Council or by the fiscal agent/sponsor of the Council on behalf of the Council and report to the Council on these matters; and
- Appoint a person to keep the official records of the Council and of the Steering Committee.

**Steering Committee meetings and associated decisions must, in addition to meeting quorum, include participation by the Council's Chair or Vice Chair and at least two other Committee Chairs.*

2. Governance Committee

Chair: RIFPC Vice-Chair

Members: RIFPC members only

Responsibilities:

- Solicit nominations for new and continuing members and Officers in the 3rd quarter of each calendar year and present formal nominations to the Council as a whole at its Annual Meeting in the fall of each year;
- Provide for the filling of Council Member or Officer vacancies, as provided for in this Working Framework/By-Laws;
- Coordinate voting on new Council members at the Annual Meeting and extend invitations to new members;
- Assure, except as otherwise assigned to the Finance Committee, the integrity of the operations of the Council, including matters pertaining to Conflicts of Interest;
- Orient new Members to the work of the Council;
- Notify members of expiring terms;
- Recommend resignation and replacement of Council Members with three unexcused absences in a 12-month period;



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- Ensure, so far as feasible, that there is no more than a one-third turnover of Council Members in any given year; and
- Update and revise the By-Laws of the Council, as needed.

3. Finance Committee

Chair: RIFPC Treasurer

Members: RIFPC members and volunteers (as needed and when appropriate).

One member of the Finance Committee may be appointed by the Steering Committee, upon the recommendation of the Treasurer, to be the Assistant Treasurer and to act for the Treasurer in the absence or incapacity of the Treasurer.

Responsibilities:

- Participate in the preparation of an annual budget and submission to the Council for approval;
- Maintain fiscal integrity of the budget and finances and assure the segregation of functions with regard to expenditure of funds by or on behalf of the Council;
- Through its Chair, serve as primary liaison with the fiscal agent/sponsor and the Council, the Steering Committee and the Chair regarding revenues and expenses for ongoing oversight; and
- Generate regular financial reports for the Council.

4. Fundraising Committee

Chair: Appointed by the Council every two years

Members: RIFPC members and volunteers (as needed and when appropriate)

Responsibilities:

a. Grant Making Duties

- Identify and pursue grants to support the operation of the Council, its Committees, and where appropriate, to support Work Group activities;
- Report grant opportunities to the Steering Committee and the Council for approval to pursue;
- Oversee **all** submissions of proposals by the Council, by any Committee or Work Group of the Council, or by any individual member or group of members of the Council, that are being made in the name of the Council or on behalf of the Council;
- Coordinate grant applications submitted on behalf of the Council;
- Supervise and work closely with the grant writer assigned to each grant proposal;



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- Determine whether the proposal conforms with or implements an adopted budget or specifically approved position or program of the Council;
- If the proposal is for a new opportunity not previously considered by the Council, the Fundraising Committee shall inform the Steering Committee and present the topic and nature of the proposal to the Council for its concurrence prior to the submission of the proposal;
- With the help of the Outreach and Communications Committee; share funding announcements with Work Groups and other food system stakeholders; and
- With the help of the Communications and Outreach Committee, share grant-writing resources with Work Groups and food system stakeholders.

b. Fundraising Duties

- Research non-grant funding and financing options to support the work of the Council;
- Plan, implement and evaluate budgeted fundraising events and appeals, and other funding and financing options; and
- Plan and implement major donor and business “asks” for budgeted donations, underwriting, and sponsorships

c. General Duties

- Cultivate good working relationships and trust with all funders, in coordination with the Council’s Officers and Steering Committee; and
- Research and coordinate discussions that lead to system-wide financing innovations.

5. Policy Committee

Chair: Appointed by the full Council every two years

Members: RIFPC members and volunteers (as needed and when appropriate)

Responsibilities:

- Keep legislators informed of Council policy priorities through meetings, policy briefings, etc.;
- Identify current food-related policy/legislative issues and share information and/or request action from the Council;
- Develop, implement, and evaluate a Policy Agenda for the Council; and
- Support Work Groups’ policy agendas with strategic advice and coordinated connections to policy makers.

6. Outreach and Communication Committee

Chair: Appointed by the full Council every two years

Members: RIFPC members and volunteers (as needed and when appropriate)



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Responsibilities:

- Conduct outreach efforts to community members, especially those facing issues of food insecurity, to increase their participation and leadership in Work Group and Council governance, activities, and events;
- Assist Work Groups and the Council in their efforts to coordinate community engagement efforts and activities;
- Educate RI residents about the RI food system's goals, objectives, projects and successes through innovative communication strategies;
- Assist Work Groups in increasing engagement and developing leadership for existing and new projects that highlight and improve the RI food system;
- Create excitement and momentum around food system-related issues;
- Communicate RI Food Policy Council initiatives and activities to RI residents;
- Assist the Policy Committee in the development of outreach and educational materials for policy makers; and
- Maintain and update the Council website with current information, announcements, and funding opportunities.

7. Data, Evaluation and Research Committee

Chair: Appointed by the full Council every two years

Members: RIFPC members and volunteers (as needed and when appropriate)

Responsibilities:

- Assume primary responsibility for developing, implementing and maintaining a statewide database of RI food system data metrics;
- Maintain ongoing positive working relationships with state agency, academic, community and agricultural partners necessary for creating and maintaining the statewide database;
- Develop and implement an Evaluation Plan for the Council;
- Assist Work Groups in developing annual objectives, work plans and indicators that can be used to monitor progress; and
- Stay abreast of current and potential food-system related research and communicate this information to the Council

IV. Work Groups.

Work Groups:

The Council will establish Work Groups to perform the work of the Council. These Work Groups will include interested, non-Council member stakeholders. Except as otherwise assigned to the Council and to Committees, the Work Groups shall be considered



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‘implementing agencies’ of the Council and, as such, may receive financial support approved by the Council in order to accomplish their goals and objectives. As circumstances arise, the Council may alter or change these Work Groups, as needed.

At least one Council member will be responsible for initiating a Work Group, including the organization of its initial meetings and recruitment of members. Each Work Group will subsequently elect an Officer to serve as the Chair of the Work Group, who will serve as an ex-officio, non-voting member of the Council and who will be responsible for keeping the Council abreast of his/her Work Group’s activities and progress.

Subsequent priorities for future Work Groups will be solicited from Council members, Work Group members, and the community-at-large at the Annual Meeting. Work Groups will meet annually with the Council to review their goals, objectives, work plans and progress.

V. Consensus-based Decision-Making Process and Standards.

The Council, its Committees and its Work Groups shall make decisions and conduct their affairs through Modified Consensus Building as follows:

1. Hear all viewpoints:
 - Hear and address concerns
 - Hear reservations
2. Seek consensus.
3. If there is no consensus, take a vote noting:
 - Blocking concerns
 - Stand aside (abstain)
4. Decision shall be made by a simple majority.
When decisions cannot be made by simple majority, distinguish types of disagreement as either:
 - Can live with it
 - Strong disagreement
5. If more than 1/3 of the group strongly disagrees, reopen for discussion to reach compromise with at least 2/3 majority.

VI. Conflict of Interest.

The Council affirms that effective governance depends on decision-making that is fair, reasoned, unbiased and unaffected by self-interest. No Council member, Committee member, staff or person compensated by Council or on behalf of the Council will derive any personal profit or gain, directly or indirectly, by reason of his or her participation either on the Council or in any discretionary decision-making for the Council.



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Each such person shall disclose in writing to the Governance Committee any personal interest that he or she may have in a pending matter over which he or she has discretionary decision-making authority and will refrain participation in any decision in such matter. The Governance Committee shall maintain a record of all such disclosures.

VII. Adoption and Amendment.

This Working Framework shall be a living document, and can be adopted, changed and modified as needed with consensus of the Council, according to the decision-making framework in section V of this document.