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 and in an environmentally sustainable way.

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 industries that contribute 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: 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;

1. RIFPC participants will glean a greater understanding of food systems and community food security from working together on issues; and,

2. 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.

3. Council members participating on committees and project groups will have the opportunity to be change agents within the state and region.
I. Council

A. Composition and Membership/Representation of Sectors.
The Council will be comprised of between 20-25 elected members. In addition, the Chair of each Project Team 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 in the fall, usually during the November business meeting 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, provided that failing to do so would bring the council to less than its minimum number of members.

C. Nominations.
The Governance Committee shall solicit applications 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 Election 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.

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. Attendance of business meetings via phone/internet is acceptable and considered attendance for the purposes of gauging participation.

2. **Committee and Project Team membership.** Each elected Council member shall serve and actively participate, at a minimum, on either one Committee or one Project Team of the Council.

3. **Responsibilities and Council Representation.** 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, Project Teams, 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 Steering Committee shall determine whether such meetings are closed and for the purposes of conducting internal Council business or open in whole or part. At least one meeting per year will be open. 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, or vote if attending by phone/internet if they are unable to attend the meeting in person; but no proxy votes will be allowed.

**Election Meeting**
At one of its regularly scheduled business meetings, the council shall elect new members and officers in the fall, no later than December of each calendar year, as per the processes outlined in these by-laws and in our Standard Operating Procedures.
Annual Gathering
The Council shall hold an Annual Gathering during the fourth quarter of each year for current and former Council members, Committee members, Project Teams, stakeholders and the general public interested in the work of the RIFPC. This Annual Gathering will function as a 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.

Planning Retreat
The Council will hold an orientation and planning retreat in the first quarter of each calendar year for the purposes of welcoming new members to the council, explaining the policies and procedures of the council to new and returning members, and setting priorities for the council’s work in the coming calendar year.

Policy Forum
The Council will hold a policy forum in June or July of each year for council members to discuss and set specific policy priorities for the coming legislative session. Non-council members may be invited to attend this event with the approval of the Steering Committee or a majority of council members.

2. **Ground Rules for Council Meetings.**
Council members agree to:
- Start and end meetings on time.
- Turn cell phones to vibrate or off.
- When a meeting has been missed, read minutes of the missed meeting before attending the next meeting.
- Build trust by meeting commitments to one another.
- Fully participate, actively listen and use open communication methods.
- Be conscious of taking up space: “Step up” if you do not usually speak, and “Step back” to allow others the space to speak.
- Value each other’s opinions.
- Speak from your own experience
- Listen with an open mind
- Ask genuine questions
- Discuss “undiscussable” issues
- 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 Project TeamWork 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 should be structured as a 501c3 or 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. If a funding proposal/opportunity will require more than 2 hours per month of the Network Director’s time as part of the scope of work, prior approval must be given by the Steering Committee. 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 and Network Director on a monthly basis. Should the Council become an independent 501c3, the Treasurer and Network Director will be responsible for providing these financial reports to the Steering Committee not less than quarterly, and be responsible for all state, federal and IRS reporting requirements.

II. Officers.

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

A. Election and Terms.
Officers, steering committee members and committee chairs shall be elected by consensus of the Council (as described in Section V) at the Election Meeting in November. Nominations of persons to serve as Officers shall be made by the Governance Committee in the same manner as provided for in section I C for nominations for the election of members to be elected at the Election Meeting. Officers shall serve for a term of 1-3 years, which shall commence on January 1 or until their successors are elected, whichever date is the later. Officers will have the option to extend their initial one year term for an additional year in the interest of providing continuity of leadership and institutional knowledge. The preferred length of term for officers is two years. When possible, the position of Chair should be filled by someone who has previously served on the Steering Committee.

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 or committee chair 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 and delegate this to other members of the Steering Committee and the Network Director as appropriate and necessary. Any delegation must be approved by the Steering Committee;
   - 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;
   - Authorize disbursements of funds over $100 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
   - Be aware and proactive about potential upcoming funding gaps, with support from the Network Director and the Fundraising Committee
   - Serve as liaison between the Council’s fiscal agent/sponsor and the Council.
   - Assure the integrity of the operations of the Council, including matters pertaining to Conflicts of Interest

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 will have six standing committees, as follows: 1) Steering, 2) Governance, 3) Fundraising, 4) Policy, 5) Outreach and Communication and 6) Data, Evaluation and Research. The Council Chair will lead the Steering Committee that will consist of the Chairs from each of the standing committees, the Vice Chair, the Treasurer, the Network Director (non-voting member) and 1-2 at large members. 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 Fundraising Committee. The Chairs of all Committees will be appointed and approved by the full Council every year, with the expectation that a full term is two years long in the interest of preserving institutional leadership and knowledge. Committee Chairs may solicit proposals for co-chairs if deemed necessary, which will be appointed by the governance committee by the same process as for initial chair positions. Co-chairs will participate as steering committee members in full.

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 Fundraising Committee, the Data, Evaluation and Research Committee, the Network Director (non-voting member) and 1-2 at-large members when recommended by the Council Chair.

   *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;
   - 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 Project Team 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;
   - Approve the annual budget of the Council as prepared by the Network Director and Treasurer 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, as fulfilled by the Treasurer and assigned delegates;
   - Establish job descriptions for the Network Director, including through its fiscal agent/sponsor (as necessary), approve job descriptions prepared by the Network Director for secondary staff, and provide ongoing management and supervision of Network Director and other staff as needed;
• 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
• The Vice Chair will keep the official records of the Council and of the Steering Committee and assign tasks related to this function.
• Make decisions related to endorsements and requests for support from the RIFPC.
• Assure the integrity of the operations of the Council, including matters pertaining to Conflicts of Interest
• Collaborate with other committees as needed to meet the above responsibilities.

*Steering Committee meetings and associated decisions must 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 August of each calendar year, interview candidates by October, and present formal nominations to the Council as a whole at the Election Meeting in November 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 Election Meeting and extend invitations to new members;
   • Assure, except as otherwise assigned to the Treasurer and Steering 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 and support current council members in their participation;
   • Notify members of expiring terms;
   • Recommend resignation and replacement of Council Members with three unexcused absences in a 12-month period;
   • 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 and at least every three years.
   • Support and create processes to ensure the running of the council.
   • Collaborate with other committees as needed to meet the above responsibilities.
   • Track council members attendance and fulfillment of duties and expectations.

3. Fundraising Committee
   Chair: RIFPC Treasurer
   Members: Network Director, 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 Project Team 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 Project Team 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 and/or support grant applications submitted on behalf of the Council;
   • Supervise and work closely with the grant writer assigned to each grant proposal;
   • 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 present the topic and nature of the proposal to the Steering Committee for its approval prior to the submission of the proposal and update the full Council at the next regularly scheduled Council meeting
   • With the help of the Outreach and Communications Committee; share funding announcements with Project Teams and other food system stakeholders; and
   • With the help of the Communications and Outreach Committee, share grant writing resources with Project Teams and food system stakeholders as needed.

b. Fundraising Duties
   • Research and evaluate grant and 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, Network Director and Steering Committee; and
   • Support and participate in research and discussions that lead to system-wide financing innovations.
   • Collaborate with other committees as needed to meet the above responsibilities.

5. Policy Committee
   Chair: Appointed by the full Council every two years
   Members: Network Director, RIFPC members and volunteers (as needed and when appropriate)

   Responsibilities:
● Keep legislators, candidates, and agency administrators 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;
● Support Project Teams’ policy agendas with strategic advice and coordinated connections to policy makers; and.
● Collaborate with other committees as needed to meet the above responsibilities.

6. Outreach and Communication Committee
Chair: Appointed by the full Council every two years
Members: RIFPC members and volunteers (as needed and when appropriate)
Responsibilities:
● Conduct outreach efforts to community members, especially vulnerable populations in our food system and people who are not traditionally engaged in policy, to increase their participation and leadership in Project Team and Council governance, activities, and events;
● Maintain and update the Council website and social media accounts with current information, announcements, and funding opportunities and send out regular newsletter (bi-weekly during the legislative session and monthly otherwise) to RIFPC mailing list.
● Assist Project Teams and the Council in their efforts to coordinate community engagement efforts and activities and the council’s presence at community and food system events;
● Educate RI residents about the RI food system’s goals, objectives, projects and successes through innovative communication strategies and the use of social media, and the design of printed materials.;
● Assist Project Teams 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
● Collaborate with other committees as needed to meet the above responsibilities.
● Work with stakeholders to identify partnerships and opportunities for to collaboration
● Represent the Council and its priorities as needed

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, including those that support the state’s food strategy;

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 including an internal self-assessment;

Assist Committees and Project Teams 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, research on food policy councils and other New England states with statewide food plans and communicate this information to the Council.

Collaborate with other committees as needed to meet the above responsibilities.

IV. Project Teams.

Project Teams:
The Council will establish Project Teams to perform the work of the Council. These Project Teams may include interested, non-Council member stakeholders. Except as otherwise assigned to the Council and to Committees, the Project Teams shall be considered ‘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 Project Teams, as needed.

At least one Council member and/or the Network Director will be responsible for initiating a Project Team, including the organization of its initial meetings, project objectives and workplan, and recruitment of members. Whoever initiates a Project Team will be the de facto chair of the team unless other leadership is established and this chair, provided they are not a current council member already, will serve as an ex-officio, non-voting member of the Council and will be responsible for keeping the Council abreast of his/her Project Team’s activities and progress.

Priorities for future Project Teams will be solicited annually from Council members, the Network Director, Project Team members, and the community-at-large at the Annual Meeting and should align with existing priorities of the council as defined by the annual planning process. Project Teams 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 staff, its Committees and its Project Teams shall make decisions and conduct their affairs through Modified Consensus Building as follows:

1. Hear all viewpoints:
   - Hear and address concerns
1. 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.

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 and input from Council staff according to the decision-making framework in section V of this document.

Appendices:
- 12 Month Calendar of Events/Activities
  - Planning retreat - January
  - Policy forum - June/July
  - Council Member recruitment begins - August
  - RIFPC Internal Evaluation Survey - Sept./Oct
  - Council Member, Committee Chair, and Steering Committee Elections - November
- Committee SOPS (To be completed and linked when available)
  - Policy Committee
  - Communications Committee
  - Data and Evaluation Committee
  - Governance Committee
- Council SOPs (To be completed and linked when available)