



Board Meeting Minutes

Wednesday June 5th, 2019 7:00 p.m. - 9:00 p.m.
New Leaf

Emily called the meeting to order at 7:11AM.

Emily makes a motion to approve the meeting minutes from May. Joan seconds. Motion passes.

Financial report by Emily. Board received financial minutes from Tom, the accountant.

Emily started the Membership Meeting recap:

Jeremy was unable to attend but shared initial thoughts. Thank you to the Emily's for all your hardwork in putting the event together. I thought it was a beautiful location, great food, and great atmosphere. I had nice conversations with many folks and was reminded the local food cause is alive and vibrant in our community with many passionate people. I however still get the sense that "local food" is the driver for many and not necessarily a Co-Op and I think that leads me to believe there really isn't a home for F&F currently in our community. Our farmers markets are alive and well, as well as support for locally grown food in restaurants and grocery stores, etc. I think the best thing we can do moving forward is to dissolve F&F and give members the opportunity to invest their money in some other endeavor that supports their personal values. I'm not sure how we do that entirely but that's my recommendation. I wish I saw a better outcome or place for us to be, but that's the direction I feel is most prudent. Apologies again for being unable to attend and I hope it's a good board meeting.

Chris thinks that the viability might not be there. Existing for the sake of existing is what we've been pulled towards because of cash balance. We have a healthy local food scene.

Tim said he feels like we took a shot with the business planning route and he isn't going to be the one to push it over the line and say we need to be an event-based-local-food-conglomerate.

Amanda knew things weren't great but didn't realize how not great things actually were. The board has good intentions and is very passionate, unfortunately we haven't been able to develop a clear path forward. Without that clear path and clear mission, it is hard to envision a clear path and clear future. Amanda loves the concept.

Joan has learned a lot about the co-op. Energy, passion and time is needed to drive the cooperative forward. Time is tight. When she read Jeremy's piece and his history of the

organization was a relief. I wish I could be the guy on the hill with the flag. There is only so much time people can give.

Roy was curious about what direction Friends and Farmers was going to choose. He isn't surprised that there is no need for Friends and Farmers quite frankly. People have enough disposable income to search and get the foods they want without the interest to participate in the process of developing a cooperative store. It boils down that - people just want to purchase. Co-op is a member driven process that F&F has struggled with for 3 years getting participation in committees, etc. Board is involved with operations which is not a good way for people to succeed. There isn't a desire of the membership to be involved in the process.

Emily would support a store and going back to a fundraising model. But there is still no members to support these.

Roy made an incredible number of phone calls to get farmers and friends to the table for producer meeting to discuss a viable, successful business model. The idea of a coop is great but feels that no one was there to support it. He has thought of viable business models but always goes back to the fact of lack of membership involvement. It would sensible to move on. Just not a match for the community.

Emily D. thinks that nobody has the energy to do this anymore.

Emily asked what are next steps would be for dissolution.

Chris, Emily and Tim would want to meet with the pro-bono lawyer, David Gaines. Review some of the mechanics of how it would work. The by-laws dictate a lot of this process. Pay for obligations and then pay out. Chris would propose a bonus for Emily D.

Chris thinks are trajectory is at a glacial pace - minimum of 20 years until we launched a store. Roy stated that this town is saturated with retail.

Amanda shares that all she wants to just make a living as a farmer - a store might help with wholesaling - they might not have to do farmers markets if a store existed. Their vision is around education about farming and where food comes from.

Joan shared where small producers can always use help with marketing and telling the story. When you are small, you don't have the know-how to do marketing or other areas. The OLM was great because it offered a few hundred bucks to rely on.

70% of business sales should be wholesale, so focusing on wholesale is important.

Roy thinks that Centre Markets is the way to get the word out on education - farmers are banding together. Friends and Farmers has no income base without selling products. F&F could

be a marketing hand if there was income source (grants). Is this a cooperative though? Does it embody the cooperative values?

Emily D. asked if there was a way to dissolve cooperative while retaining the name "Friends and Farmers"? Roy thinks there may be a legal way to do this (will need to ask David Gaines). Chris thinks that F&F has a good logo and a good brand. Could reserve to resurrect it in the future. Could keep the cooperation in tact while ceasing operations.

Could F&F function in the space to provide support and education to consumers and farmers? Emily & Joan does not think so.

As a collective group we have been hitting the wall over and over. What can we do? What can't we do? Through the end of that we could be event & marketing. We are all in agreement that this isn't the right venue for doing marketing & event. There hasn't a groundswell of support from membership.

Roy thinks it might not be a cooperative-friendly community.

Tim thinks that the most successful food cooperatives were successful in the past... maybe there was a time and place when this model was successful but may not be anymore. The time might have passed.

The board would send a sterile message - "The board has taken action per by-laws. The support isn't there to sustain business operations." You can state what you have done - "two focus groups, a survey and a membership meeting." After what we did for 6 months the board feels this isn't a viable option to move forward. The message will be clinical.

Board vote should be unanimous.

First step is to meet with the lawyer. Then another full board meeting.

Chris will schedule a meeting with David Gaines. Emily will set up the next board meeting where we can put dissolution to vote.

Call the meeting closed at 8:09PM.