



Oshkosh Food Co-op Board Meeting
 Date: 3/4/2020
 Time: 6:30-8:30pm
 Location: Blue Door Consulting - Oshkosh, WI
 Minutes Recorded by: Melissa Weyland

Board Member Attendance		Member, Staff & Guest Attendance	
Brenda Haines x	Warren Bergman x	Staff: Lizz Redmond	
Sam Larson x	Susan Vette	Members: none	
Melissa Weyland x	Molly Smiltneek x	Guests: none	
Peter Westort	<i>Vacant Seat</i>		
Tracy Vinz x			

Topic	Facilitated by	Discussion	Actions
Call Meeting To Order	Brenda	Brenda called meeting to order at 6:33pm.	
Member Comment	All	Brenda shared a proposal on behalf of Travis Driessen which included the desire to include Oshkosh Food Co-op in the	
Approval of Consent Agenda	All	<p>Motion to approve consent agenda, Tracy Vinz moved to approve, Warren Bergman second. Consent agenda approved.</p> <p><u>Removed from consent agenda for discussion:</u></p> <ul style="list-style-type: none"> - Member Communications and Recruitment: we do not have a report this evening for Communications/Recruitment and there was not one in the written committee. 	



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Treasurer's Report		<table border="1"> <thead> <tr> <th colspan="2">Accounts</th> <th colspan="2">Membership</th> </tr> </thead> <tbody> <tr> <td>Savings</td> <td>\$78,785.80</td> <td>Fully paid</td> <td>1042</td> </tr> <tr> <td>Checking</td> <td>\$527.34</td> <td>Partial Paid</td> <td>120</td> </tr> <tr> <td>Total</td> <td>\$79,313.14</td> <td>Total</td> <td>1162</td> </tr> </tbody> </table> <p>Community Foundation:</p>	Accounts		Membership		Savings	\$78,785.80	Fully paid	1042	Checking	\$527.34	Partial Paid	120	Total	\$79,313.14	Total	1162	
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New Members		Refer to consent agenda																	
Exec Team	Brenda	<p>CCMA Conference</p> <p>Meetings Dates:</p> <ul style="list-style-type: none"> - Annual Meeting on March 18 - We are not going to meet on March 25th - Sunday the 29th at 12:00pm to discuss campaign 																	
Capital Campaign	Susy/Brenda	<p>Yesterday was a busy day, there have been a few more developments.</p> <ul style="list-style-type: none"> - The Women's Fund has stated they would like to sponsor the Chatty Checkout - Aurora Sponsoring Produce Section - Seems we are at around \$877,000 <p>If the board approves we have naming opportunities, they know the parameters and we list out the obligations.</p>																	



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		<p>Lizz asked how we would be managing expectations of what naming rights means. We have so far said that OFC and the sponsor would design appropriate signage. They are naming rights for 7 years.</p> <p>Motion made to accept the naming opportunities for a period of seven years from store open date made by Molly Smiltneek, Tracy Vinz second.</p>	
Site	Brenda	<p>Motion made to move into closed session to discuss confidential contract negotiations by Susy Vette, Melissa Weyland second. Board moved into closed session.</p>	
Finance	Peter	<p>Board review of Proforma per changes as discussed with architecture.</p> <ul style="list-style-type: none"> - Discussed how we can most effectively use the extra space - Discussed sq. ft. difference in original plans with mezzanine vs no mezzanine <p>Sam Larson motioned to move out of closed session, Melissa Weyland second. Board moved out of closed session.</p> <p>Motion made to approve Proposal for Design Services as presented with the amendment to account for submitting the engineering portion to provide a list of engineering firms to consider by Tracy Vinz, Molly Smiltneek second.</p>	



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Governance	Molly	<p><u>Campaign Extension Requests:</u></p> <p>We have had two members ask for an extension past the campaign deadline to be able to fulfill their financial offering. The total of these two members is roughly \$15,000. At least one of them is waiting for money to come out of an alternative investment.</p> <p>Board would need to decide if we are ok with doing this, and notify the rest of the membership that we have extended two individuals past the March 31, 2020 deadline. We'd need to do the notification of this prior to the official close of the campaign.</p> <ul style="list-style-type: none"> - Molly indicated she will work on the legal needs for this prior to sending to Dorsy to help save us some money. - There is also a church wanting to loan us \$20,000 but it would not be available until January 1, 2021. Board discussed how we should work outside of the current offering program since we can take loans at any time from anyone. - How do the loans that come outside of the original impact our agreement with Merge? We are asking for the commitments now, so we are basing it on them. What moves Merge forward is a board vote. It doesn't say that we have to be at \$1.6M. They have been tied to the same date but if we extend the offering we will need to make a decision on Merge prior to the offering. 	



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		<p><u>Annual Meeting:</u></p> <ul style="list-style-type: none"> - We will do an announcement of the annual meeting tomorrow and remind people to vote online, we would suggest getting out there and encouraging people to vote - We have a few vendors donating food (Tracy, Organic Valley, etc.) - Peter is going to be at the campaign table - The meeting will be held upstairs, Brenda will be hosting that piece as usual - Sam will be assisting with voting, Molly will communicate with them - We will need a couple volunteers to help clear plates and glasses - Is it possible if at the tables we could have a handout for the March 31st event at Vines and Rushes - Social hour starts at 5:30, meeting at 6:30, closed and out by 8:00pm <p><u>Proposed Amendment to Articles of Incorporation:</u></p> <ul style="list-style-type: none"> - We will do this as a voice/hand vote, call for motions and open for discussions - If we do a voice vote we want to be sure it is a majority vote - Molly reviewed each of the bylaws changes, the whys and what they were. Much of what was in the bylaws originally were written to apply to strictly a startup, and not all as an operational business. - Brenda also added that in here it states that patronage goes to customers, not members. This will be cumbersome to administer and also does not reward members-owners. 	



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		<ul style="list-style-type: none"> - Molly also reminded the board of our restrictions to raise stock capital vs member capital due to how the current allocations are set-up and how we are going to approach this very quickly and need to have the bylaws updated asap to continue progress of membership and for future stock offerings <p>Tracy Vinz made a motion to approve the amendments to the bylaws to be presented to the membership, Sam Larson second. Amendments approved as presented.</p>	
Grants	Sam	<p>Sam asked for us to confirm as we are looking at grants that require 501©3 status, to be sure that the Community Foundation is ok with us applying for those grants with them as our sponsor.</p> <ul style="list-style-type: none"> - Susy suggested Sam reach out directly to them to check on this - Tracy added that the Farmers Market uses them so it should be fine <p>Susy Mcdonald was appointed to the Grants Committee.</p>	
Communications & Outreach	Lizz	N/A	



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Membership Recruitment	Brenda	We continue to see many memberships coming in, seemingly unsolicited. Approx. one new member a day average.	
Food Justice	Warren	N/A	
Hiring Committee	Melissa	N/A	
Producer/Supplier Committee	Tracy	N/A	
Adjourn		Meeting adjourned at 8:33pm	

THE FUTURE IS LOCAL.

The Oshkosh Food Co-op's mission is to promote the health and vitality of our community through collectively owning a grocery store to meet our diverse needs. Our co-op emphasizes local and organic suppliers to grow a place of holistic well-being.