



Oshkosh Food Co-op Board Meeting  
 Date: 3/18/2020  
 Time: 6:30-8:30  
 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 x	Members: n/a	
Melissa Weyland x	Molly Smiltneek x	Guests: n/a	
Peter Westort x	Vacant Seat		
Tracy Vinz x			

Topic	Facilitated by	Discussion	Actions
Call Meeting To Order	Brenda	Brenda called meeting to order at 6:35pm. <i>*This meeting was held virtually.</i>	
Member Comment	All	Several members commented online through the Facebook life at 5:30pm this evening with support for the campaign, donors and event. Thank you Brenda and Lizz!  Until further notice, we will proceed with including the following language in our public agendas to accept member comments prior to BOD meetings: <i>Note: Due to the Governor's order restricting gatherings of 10+ people, we are unable to accept in-person member comments at this meeting. If you would like to submit member comments, please do so in writing by submitting an email to oshkoshfoodcoop@gmail.com.</i>	



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Approval of Consent Agenda	All	Motion to approve consent agenda, Warren Bergman moved to approve, Molly Smiltneek second. Consent agenda approved.  <u>Removed from consent agenda for discussion:</u> N/A																	
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>\$80,824.30</td> <td>Fully paid</td> <td>1063</td> </tr> <tr> <td>Checking</td> <td>\$527.34</td> <td>Partial Paid</td> <td>121</td> </tr> <tr> <td>Total</td> <td>\$81,351.64</td> <td>Total</td> <td>1184</td> </tr> </tbody> </table>	Accounts		Membership		Savings	\$80,824.30	Fully paid	1063	Checking	\$527.34	Partial Paid	121	Total	\$81,351.64	Total	1184	
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New Members		Refer to consent agenda																	
Exec Team	Brenda	N/A																	
Capital Campaign	Susy/ Brenda	<u>Campaign Strategy Recommendation Discussion</u> <ul style="list-style-type: none"> <li>- Campaign stands at \$1.27M. We announced the Community Foundation challenge tonight on the Facebook live. Molly asked clarification on what the challenge means.</li> <li>- Several pre-meeting documents outlining the call-team breakouts, projected vs. actual and an updated communications plan posted for review prior to meeting for discussion during the meeting</li> <li>- Brenda posed: The strategy question – that I'd like you to help brainstorm – is this: What, if any shifts in our campaign</li> </ul>																	



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		<p>communication or strategy should we make in light of the COVID-19 outbreak?</p> <p>Brenda asked for feedback on strategy. Warren shared on behalf of Terry that there are many people whose vacations have been cancelled and they may be interested in putting that money into OFC.</p> <p>Tracy shared a comment with what is going on right now and how this is financially going to impact people's abilities to give through the campaign. There are a lot of people that are not ok right now with job uncertainty, job layoffs, etc. Brenda asked for clarity if we should pause the campaign or if we should be more sensitive in our messaging. Tracy (and others) shared the sentiment that we need to be more sensitive in our messages that different people are being impacted differently personally and professionally by Covid-19, and for some, more pressure to donate could make the co-op seem insensitive.</p> <p>Warren summarized let's be mindful of the new reality and be as compassionate as we can be.</p> <p>Sam shared how a member did a Facebook challenge for people to share songs about social distancing. Could we do something like this? Brenda added we could do something since the co-op is all about building community, and we are in a time of social isolation. Lizz shared that doing something fun and</p>	



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		<p>goofy that would get more interest. Warren said “30 second cooking tips”. And Susy mentioned the Mushroom Guy. And Molly suggested let’s reach out to the member who is doing this already.</p>	
Finance	Peter	<p><u>Finance Discussion</u></p> <ul style="list-style-type: none"> <li>• Pro Forma Updates Recommendations           <ul style="list-style-type: none"> <li>- Board reviewed potential of a loan in the mix</li> <li>- Susy shared that we would not want to pursue this particular one as in this market, 3% interest is too much this day in age.</li> </ul> </li> <li>• Filing the Tax Return           <ul style="list-style-type: none"> <li>- Peter is researching requirements to paying taxes on the donations, there is a risk and a potential tax effect to the amount of dollars that are being donated even though we don’t have any sales yet.</li> <li>- This could have a significant impact on our cash flow when we reach profitability</li> <li>- Discussed that a food co-op is a hybrid entity, and we are going through the Community Foundation. Susy recommended bouncing this off of the foundation for advice, Susy will begin the conversation via email with Peter to discuss</li> </ul> </li> </ul> <p>Peter suggested we involve a tax accountant who works with co-ops to review our tax return this year. Melissa said given Peter’s background, she trusts Peter’s recommendation and that we should do this to be sure we are not making decisions that cause unforeseen challenges for the store down</p>	



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		the road. Susy also said she was in favor. Peter will consult with a tax accountant to get a second opinion.	
Site	Brenda	<p><i>The Board may move into closed session for purposes of contractual negotiations for site discussions.</i></p> <p>Motion to move into closed session to discuss contractual negotiations. Peter Westort first, Tracy Vinz second.</p> <p>Discussion topics:</p> <ul style="list-style-type: none"> <li>• Store Design Contract</li> <li>• Lease Agreement</li> </ul> <p>Brenda suggested from a Roberts Rule's perspective that we entertain the motion based on the edited language since contract was last shared.</p> <p>Motion made to to allow modification of the contract language with how it impacts the rental space moved first by Molly Smiltneek, Peter Westort second.</p> <p>Susy asked additional questions re: square footage.</p> <p>Motion to move back into closed session by Susy Vett, Sam Larson second.</p>	



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Governance	Molly	<p><u>Private Offering Extension Requests:</u>            Molly circulated a draft of the resolutions authorizing the extension of the offering. Currently set until July 31, 2020. Note, that this is not the fundraising goal deadline or extension. This is the date we want all loans closed by and all money in hand.</p> <ul style="list-style-type: none"> <li>- Molly clarified that the only term that is changed is the end date of the offering. We explicitly state that all other terms are the same but remain in effect until July 31 -- meaning same interest rates, etc. Also meaning that we will continue escrow until we decide we've raised sufficient capital.</li> <li>- We have previous discussed extending this to July 31<sup>st</sup>.</li> <li>- We are extending the same exact offering that we have in place now, the only change the closing date, purposely kept all of the details in the authorizing resolutions</li> </ul> <p>Motion made to extend the private offering deadline to July 31, 2020 made by motion, Warren Bergman second.</p> <p><u>Annual Meeting:</u></p> <ul style="list-style-type: none"> <li>- Wednesday, April 8 – online only</li> <li>- A few folks will come to Blue Door for reporting, moderating, etc.</li> <li>- Need to decide on technology to support our group size, Brenda will lead presentation</li> </ul>	



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Grants	Sam	<p>Discussion</p> <ul style="list-style-type: none"> <li>• USDA Local Food Promotion Program (LFPP) Grant Recommendation               <ul style="list-style-type: none"> <li>- Sam asked that everyone take a look at this grant and see if there are things within that they think we should be pursuing.</li> </ul> </li> <li>• Capital Campaign and Grants Team Basecamp Project               <ul style="list-style-type: none"> <li>- Sam suggested a joint BC platform for this topic</li> </ul> </li> </ul>	
Communications & Outreach	Lizz	Included in other committee reports Governance (Annual Meeting), campaign, etc.	
Membership Recruitment	Brenda	Memberships continue to consistently increase.	
Food Justice	Warren	N/A	
Hiring Committee	Melissa	N/A (on hold until campaign goal is met)	
Producer/Supplier Committee	Tracy	N/A	
Adjourn		Meeting adjourned at 8:35pm.	

**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.