



Oshkosh Food Co-op Board Meeting

Date: 4-22-2020

Time: 6:30-9:00pm

Location: Blue Door Consulting - Oshkosh, WI

Minutes Recorded by: Melissa Weyland

Board Attendance		Member & Guest Attendance	
Brenda Haines x	Susan Vette x	Staff: – OFC Project Manager x	
Sam Larson x	Lizz Redman x	Members: N/A	
Peter Westort x	Warren Bergman x	Guests: N/A	
Melissa Weyland x	Tracy Vinz x		
Molly Smiltneek x			

Topic	Facilitated by	Discussion	Actions																
Call Meeting To Order	Brenda	Brenda called meeting to order at 6:40pm.																	
Member Comment	All	No member comments were submitted.																	
Approval of Consent Agenda	All	Motion to approve consent agenda, Susy Vette moved to approve, Warren Bergman second. Consent agenda approved.  Removed from consent agenda for discussion: none																	
Treasurer's Report	Peter	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2">Accounts</th> <th colspan="2">Membership</th> </tr> </thead> <tbody> <tr> <td>Savings</td> <td style="text-align: right;">\$85,293.25</td> <td>Fully paid</td> <td style="text-align: right;">1148</td> </tr> <tr> <td>Checking</td> <td style="text-align: right;">\$527.70</td> <td>Partial Paid</td> <td style="text-align: right;">108</td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: right;"><b>\$85,820.95</b></td> <td><b>Total</b></td> <td style="text-align: right;"><b>1256</b></td> </tr> </tbody> </table>	Accounts		Membership		Savings	\$85,293.25	Fully paid	1148	Checking	\$527.70	Partial Paid	108	<b>Total</b>	<b>\$85,820.95</b>	<b>Total</b>	<b>1256</b>	
Accounts		Membership																	
Savings	\$85,293.25	Fully paid	1148																
Checking	\$527.70	Partial Paid	108																
<b>Total</b>	<b>\$85,820.95</b>	<b>Total</b>	<b>1256</b>																



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Treasurer's Report cont.		Community Foundation: \$390,233.80 Escrow: \$486,367.42	
Finance Team		<p>Taxes:</p> <ul style="list-style-type: none"> <li>- The last time we met, we discussed filing a tax return. Peter did send this off but they have not gotten to this. Peter reported this is ok since the due date has been pushed back to July, and we don't owe any money. He said he will get to this in the next few days.</li> <li>- All of the employee paperwork and employment taxes have been filed and paid, including workman's comp.</li> </ul> <p>ProForma:</p> <ul style="list-style-type: none"> <li>- The original split between loans and gifts in our proforma is no the exact 50/50 match that we had plugged in prior to campaign launch</li> <li>- 105% loans and 97% charitable gifts, we want to make sure that this will still pencil out</li> <li>- Discussed a low interest revolving loan fund could help mitigate               <ul style="list-style-type: none"> <li>o We were encouraged to apply for this through WEDC, Brenda indicated we wanted to apply for this as backup funding in the event we do not get any grants. They do expect there will be greater demand for those funds given the timing we are in (Covid-19).</li> <li>o \$150,000 at 1% interest for the 5 years</li> </ul> </li> </ul>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Finance cont.		<p>Revolving Loan Fund Application:</p> <ul style="list-style-type: none"> <li>- Revolving loan fund application was circulated in pre-read material prior to the meeting for BOD review with agenda</li> <li>- Molly asked for a second eye on this other than hers and Peters               <ul style="list-style-type: none"> <li>o Lizz indicated she'd be willing to take a look, Brenda will follow-up with Audra because we indicated were going to submit the application after the meeting board tonight of board approval was granted</li> </ul> </li> <li>- Discussion around business plan, we have been making some updates of information that had gotten out of date. Board discussed when we wrote the business plan, we did it out of a formality but not because we were originally intending to use it to apply for any loans. Any incredible amount of work went into this previously, Lizz said she would be happy to participate in these updates as she worked with Za on this originally.</li> <li>- Sam shared grants team does reference the business plan so she would like an updated copy of it after it is updated so she can share it with them</li> <li>- Molly said nothing is on there for interest rate, so we do need to confirm that</li> <li>- Brenda shared that we need to stress in the application that the reason we are applying for this is because we have less confidence in our ability to secure originally anticipated grants due to Covid-19. We have had several corporate sponsors that have cancelled/delayed</li> </ul>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Finance cont.		<p>their meetings with us, so we are especially applying as backup and to have extra funds at our discretion, if necessary.</p> <p>Motion made to submit revolving loan application to WEDC by Sam Larson, Melissa Weyland second. We will submit the revolving loan application.</p> <p>Molly Smiltneek moved acceptance of the revised Proforma, Susy Vette second. Board approved updated Proforma.</p>	
Site Selection	Brenda	<p><i>Due to the competitive marketplace, the Oshkosh Food Co-op may move into closed session for this portion of the meeting.</i></p> <p>Motion to move into closed session by Peter Westort, Warren Bergman second. Board moved into the closed session to discuss confidential site related agreements.</p> <p>... Board continued closed session to continue private session to discuss Capital Campaign....</p>	
Capital Campaign	Susy/Lizz/ Brenda	<p>... Closed session discussion from site to capital continued...</p> <p>... Warren Bergman made a motion to move back into open session, Peter Westort second. Board moved back into open session to continue the meeting.</p>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Capital Campaign cont.		<p><b>Foundation Update:</b></p> <ul style="list-style-type: none"> <li>- Unfortunately, we were not able to get the final numbers from the Oshkosh Area Community Foundation today. They will be posted tomorrow, so we'll have to give updated tallies after we review.</li> </ul> <p><b>Future Campaign Efforts</b> <i>(submitted by Susy prior to mtg, not discussed during meeting):</i></p> <ul style="list-style-type: none"> <li>- \$250,000 is budgeted from grants with a high potential of over \$400,000); however, to "hedge our bets," we have a couple of additional requests planned as follows:</li> </ul> <ol style="list-style-type: none"> <li>1) Continue to pursue in-store sponsorships for the following unnamed areas with area donors and businesses who seem like "good fits" for this project. (These appeals will be outside of grant requests.)</li> <li>2) Reach out to several high-capacity donors (\$10,000+) who we think might be interested in the project, but are not members and have not yet been reached during the initial \$1.6M campaign.</li> <li>3) Identify in-kind contributors where appropriate, and seek opportunities to interest them in supplying goods and/or services.</li> <li>4) Continue to pursue certain previously planned prospects - We've "felt the pinch" of COVID19 in the area of corporate fund-raising. Several companies denied or lowered their donations because of concern for "basic needs" among community and employees, as well as concern for future sales. Others "postponed" appointments; possibly also putting their giving on-hold while they take stock of an unknown future. We</li> </ol>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Capital Campaign cont.		still hope to be able to meet with most of these prospects as things stabilize. This part of the campaign is not time-limited, although we would like to be well-poised financially when we come to the point of signing a lease on May 15. The only real time limit on accepting donations is based on our temporary ability to do so for the purpose of the project start-up. That opportunity is available until one year after opening.	
Grants	Sam	<p>Written report provided by Sam Larson (<i>submitted for pre-meeting review, some of this discussed during the meeting</i>).</p> <p><b>Awarded:</b></p> <ul style="list-style-type: none"> <li>\$1,500 - Sustainable Agriculture Research &amp; Education Grant from UW Extension</li> </ul> <p>Project: How to Sell Products at Your Local Food Co-op Workshop in January 2021</p> <p><b>Submitted:</b></p> <ul style="list-style-type: none"> <li>\$42,000 (1:1 Match) - Buy Local, Buy Wisconsin Grant</li> </ul> <p>Project: Northeastern Wisconsin Collaborative Marketing Campaign          Award Notification: May 2020</p> <p>\$2,000 - The Bill Gessner Startup Food Co-op Award through FCI          Project: TBD          Award Notification: May 2020</p> <p><b>In Progress:</b></p>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Grants cont.		<ul style="list-style-type: none"> <li>• \$25,000 - Menasha Foundation Corporation            Project: TBD - Emphasis on Community Betterment and Safe and Healthy Citizens funding priorities            Due: May 1, 2020            Award Notification: June 2020</li> <li>• \$94,475 (25% Match - Remaining \$51,630 in contract) - Local Food Promotion Program (LFPP) through USDA            Project: Maximizing Sales through Store Planning and Design (Seven Roots Contract)            Due: May 26, 2020            NEEDS FROM SITE TEAM: Copy of signed lease with Merge, Partnership Letter from Seven Roots            Award Notification: September 30, 2020</li> </ul> <p><b>Future:</b></p> <ul style="list-style-type: none"> <li>• \$25,000-\$250,000 - Healthy Food Financing Initiative Grant through USDA            Project: Focus on equipment for healthy grab and go options, delivery/pick-up, equipment for processing and produce section, inventory            Due: TBD</li> <li>• \$15,000 - Oshkosh Funding Consortium            Project: Labor, equipment, supplies, and materials related to Community Dinners program            Due: TBD</li> <li>• \$10,000 - People for Bikes Grant</li> </ul>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Grants cont.		Project: End-of-trip facilities (bike racks, secure bike parking, etc.) Due: July 24, 2020 (LOI) <ul style="list-style-type: none"> <li>\$10,000 - Bowers Fund</li> </ul> Project: Cooperatives and cultural competency training and materials Due: October 1, 2020  \$449,975 = TOTAL GRANT \$ SOUGHT \$1,500 = TOTAL GRANT \$ RECEIVED	
Communications & Outreach	Lizz	Discussed our plan for Sundays Facebook Live.	
Membership Recruitment	Lizz	Communications <ul style="list-style-type: none"> <li>3-4 member emails sent per week</li> <li>1 prospect email sent per week               <ul style="list-style-type: none"> <li>o 5 new members directly from emails</li> </ul> </li> <li>Nation builder email open rates posted below</li> <li>Targeted facebook ad for Last Call Campaign (data listed below)               <ul style="list-style-type: none"> <li>o We spent \$25 for 254 people (those who like our facebook page) to click on the ad (which lead them to our fund at the Community Foundation.) The ad reached over 5000 people)</li> </ul> </li> </ul> Action items: <ul style="list-style-type: none"> <li>Write new member letter that is included with membership card</li> <li>Develop communications strategy post campaign announcement</li> </ul>	





Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Membership Recruitment cont.		<ul style="list-style-type: none"> <li>• Keep membership engaged during this time.</li> <li>• Give them something to do: polls, chalk drawings, recipe contest etc</li> <li>• Sneak Peeks: update building drawing Member Recruitment</li> <li>• Over 30 new member letters/cards sent in the past month!</li> <li>• Sign squad has been given an updated list via Warren</li> <li>• Updated member goal: 1500</li> </ul> Action items <ul style="list-style-type: none"> <li>• Reach out to the Neenah Farmers Market for summer booth opportunities               <ul style="list-style-type: none"> <li>o We are already signed up for Oshkosh, start date unknown</li> </ul> </li> <li>• Strategize with how to reach those living in our neighborhood (post campaign)               <ul style="list-style-type: none"> <li>o Neighborhood canvassing and events</li> <li>o Targeted mailer</li> </ul> </li> <li>• Partner with Food Justice team with community engagement opportunities</li> </ul>	
Producer Relations	Tracy	N/A	
Hiring/HR	Melissa	<p>Motion to move into closed session to discuss the PM Contract, Melissa Weyland moved, Molly Smiltneek second.</p> <p>Motion made to extend the PM contract through the remainder of the year by Susy Vette, second by Warren Bergmann.</p> <p>Motion to move out of closed session by Molly Smiltneek, Peter Westort second.</p>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Hiring/HR cont.		<p>Melissa reviewed and board discussed first draft of the General Manager job description at length.</p> <ul style="list-style-type: none"> <li>- Let's sell Oshkosh AND the region</li> <li>- Warren will share the JD with the Food Justice team for input</li> <li>- Molly will check the "no criminal history" line</li> <li>- Board Transition is not in the current JD, discussed transition between a board doing everything to a General Manager being trusted and working with the board. This can be challenging to navigate</li> <li>- What do we want reporting to look like? We are a data-driven organization</li> <li>- Should we consider a recruiter? Does NCG offer this as a service? Melissa will research recruiter costs and options, she indicated they are very minimal and that recruiters work in grocery but not co-op's specifically that we are aware of</li> </ul>	
Food Justice Team	Warren/ Sam	Warren requested agenda time to discuss recommendations from the committee. Due to discussion necessary for time-sensitive matters around the campaign, revolving loan app., and site contract(s), Warren ok'd to postpone FJT proposal discussion to one of the May meetings.	
Governance/ Legal	Molly	<p>Anything on the Annual Meeting that needs to be debriefed?</p> <ul style="list-style-type: none"> <li>- Lizz, Melissa and Molly will sometime soon try to get together to make a document for posterity to remember what we did for annual meeting but also for future meetings</li> </ul>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Governance/ Legal cont.		<ul style="list-style-type: none"> <li>- Recognize that in this situation, our bylaws stating that we have to have the in-person meeting to conduct the election,</li> <li>- Quorum was also a challenge since we could not really check and see who was on other than the number of attendees</li> </ul> <p>Board onboarding for new board members is scheduled for Saturday, May 16th.</p> <p>Molly made note that there is a new policy posted to basecamp.</p> <p>Written report submitted by Molly with Agenda for meeting pre-read:  <b>Governance Written Report</b>  <b>Annual Meeting</b></p> <ul style="list-style-type: none"> <li>o Was held online due to extenuating circumstances</li> <li>o Lizz took on the lionshare of logistical management of researching and implementing online meeting -- thank you!! (Lizz indicated during the meeting that Melissa researched and recommended the online platforms)</li> <li>o It was feasible and a lot of lessons were learned about preparing for an online meeting. Perhaps next time we research different options for voting other than the hand raise. Ie; poll functionality, etc.</li> <li>o Quorum was a challenge but we got there!</li> </ul>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Governance/ Legal cont.		<ul style="list-style-type: none"> <li>● Board On-Boarding               <ul style="list-style-type: none"> <li>○ Will have onboarding meeting Saturday, May 16 9-2 (or hopefully 9-noon)</li> <li>○ ALL board members will be asked to do yearly update of                   <ul style="list-style-type: none"> <li>■ <a href="#">Confidentiality/Non-Disclosure Agreement</a></li> <li>■ <a href="#">Conflict of Interest Statement</a></li> <li>■ <a href="#">Board Commitment Form</a></li> </ul> </li> </ul> </li> <li>● Board of Directors Election and Terms               <ul style="list-style-type: none"> <li>○ Had higher online voting than in the past (as expected)</li> <li>○ Having paper ballots was cumbersome and frustrating; having the opportunity to vote “in-person” and the annual meeting will avoid this.</li> <li>○ Directors elected in order of most votes received                   <ul style="list-style-type: none"> <li>■ Melissa Weyland</li> <li>■ Molly Smiltneek</li> <li>■ Jay Stoflet</li> <li>■ Travis Driessen</li> </ul> </li> <li>○ <a href="#">Oshkosh Food Co-op Board of Directors Terms</a></li> </ul> </li> <li>● At the May 6 Meeting the governance committee will be proposing an addition to the policy manual regarding which newly elected members fill which seats when we have a seat available for election off cycle. This will</li> </ul>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Governance/ Legal cont.		<p>make a formal policy of our current practice in place. The proposed addition to Policy Register (D. Board Process) (1. Purpose and Composition) is as follows. (New language italicized below.)</p> <ul style="list-style-type: none"> <li>o 3. The Board will be filled in a manner designated in the bylaws. Election of Board members is to be overseen by members of the Governance Committee. Balloting may be conducted by electronic means, as long as members also have the chance to cast ballots in person at the Annual Meeting. Winners of elections will be announced at the Annual Meeting and vote totals will be recorded. <i>If a seat is open because it became vacant (at a time other than when the term ends), the candidate receiving the fourth most votes will fill this seat, with the candidates receiving the top three vote totals filling the seats for a full three year term. If there would be five seats up for election (three on cycle and two due to resignation or removal) with one term expiring the next calendar year and the other in two calendar years, then the candidate with the fourth highest vote total will serve the term of two years and</i></li> </ul>	



Oshkosh Food Co-op Board Meeting  
 Date: 4-22-2020  
 Time: 6:30-9:00pm  
 Location: Blue Door Consulting - Oshkosh, WI  
 Minutes Recorded by: Melissa Weyland

Topic	Facilitated by	Discussion	Actions
Governance/ Legal cont.		<i>the candidate with the fifth highest vote total will serve the remaining one year of a term. Any other combination of vacancies will follow this same model. Candidates with the higher vote totals will serve the longer terms.</i>	
Adjourn	Brenda	Meeting adjourned at 9:00pm.	