



Oshkosh Food Co-op Board Meeting

Date: 5/6/2020

Time: 6:30-9:00pm

Location: Blue Door Consulting - Oshkosh, WI

Minutes Recorded by: Sam Larson & Melissa Weyland

Board Attendance		Member & Guest Attendance
Brenda Haines x	Susan Vette x	Staff: Lizz Redmond, Project Manager
Sam Larson x	Lizz Redman x	
Peter Westort x	Warren Bergman x	
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 6:35pm. Current and new board members provided introductions.	
Member Comment	All	Melissa circulated a member comment from Lynssey Erickson who shared that she is in support of the work that the Food Justice committee has done and that going forward, she'd like us to consider the recommendations they'd be making for us tonight.	
Approval of Consent Agenda	All	<p>Motion made by Warren Bergmann to approve consent agenda. Second by Susy Vette. All members voted to approve. Motion carries.</p> <p>Removed from consent agenda for discussion:</p> <ul style="list-style-type: none"> - Brenda noted an amendment for the Board Meeting Minutes from 4/22/2020: <ul style="list-style-type: none"> o Re: The revolving loan fund. The loan is through GoEDC not WEDC 	

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Treasurer's Report	Peter	Accounts		Membership		
		Savings	\$82,832.36	Fully paid	1163	
		Checking	\$527.70	Partial Paid	107	
		Total	\$83,360.06	Total	1270	
Food Justice	Warren/ Adam	<p>Team Lead Adam Bellcorelli provided an overview of the recommendations provided. Many came from talking with other co-ops to determine their best practices. He then opened up floor for questions.</p> <ul style="list-style-type: none"> - Molly Smiltneek asked a question regarding the addendum and the member installment option. Warren discussed that it regarded the extra fee for members on monthly installments. - Susy Vette asked a question as to whether there have been member complaints about the payment of the processing fee. Warren said no complaints have been made. Adam noted that waiving the fee would make the monthly installment feel more welcoming and equitable rather than a penalty. - Brenda asked a plan about the amount of time spent each month working on payment plan members. Peter suggested it takes roughly several hours a month on it. Brenda provided perspective on the original decision. Brenda also asked about how conversations with Durham has balanced food justice with their bottom line. Warren discussed the Food for All program that they have. 				

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Food Justice cont.		<ul style="list-style-type: none"> - Peter asked a clarifying question. Assumption about those that are on the monthly payment plan being poor. It may take away the incentive of those to pay \$180 up front. There is a cash flow implication. - This is a starting point of recommendations. These are not expected to be implemented immediately but over time with budgetary implications in mind. - Molly suggested looking for other training possibilities with people of color or minority-owned businesses. - Susy asked a question about whether any of the co-ops talked to were start-ups. Durham, NC is a new co-op and has been in business for about 5 years. She is comfortable to conceptually look at strategies to make membership accessible, but is concerned when getting to the tactical place. She thinks a few years down the road, including round ups at the register, could be put in place. - Brenda asked a question about whether a partner organization – such as a sponsor in the campaign – is bringing in a trainer and if we could partner with them. - Peter – wondering about scope of reaching out to underserved communities. Would like to see it as part of a broader program. Is this a one-shot deal or trained multiple times. Purpose of training. Outreach efforts. 	

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Food Justice cont.		<ul style="list-style-type: none"> - Next steps will be for other committees to take these recommendations and integrate them into how to implement. For the next meeting, chairs can think about what pieces they can take on, what they need from food justice, etc. Then, Susy asked if the next steps would be strategic planning for tools for how to implement. - Adam asked: What would my committee responsibility be to move forward, gather for a short session to discuss how to move them forward, and put into work plan in year. Sam suggested asking Jennifer Considine to facilitate. <p>Moving recommendations forward:</p> <ul style="list-style-type: none"> - Discussed holding this for our all-day strategic planning session, is there anything we want to act on now? 	
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>Timeline Update:</p> <ul style="list-style-type: none"> - We have reopened our search for the designer. RFP's are due Friday. - The contractor is scheduled to break ground June 8, that's the last that we've heard - We will be holding a special meeting next Wednesday to review Proforma and discuss moving forward with the lease - Seven Roots and OFC timelines were not able to match up 	Lizz will add the special meeting to the calendar

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Site Selection cont.		<ul style="list-style-type: none"> - We need to stay on track with the timeline because it has to do with our sewer lines, grease traps, etc. - Melissa asked how many RFP's was potentially entertaining, Brenda said they will be going directly to Mike Ford as lead of the committee - The site team will review and make a recommendation in the coming week. If all goes well, we will see a kickoff design meeting asap (next week) to keep things moving 	
Finance	Peter	<p>Tax Return:</p> <ul style="list-style-type: none"> - Peter heard back. There was a revision that needed to be made. The accountant sent an invoice for \$300. Peter will proceed with paying that. <p>Revolving Loan Fund:</p> <ul style="list-style-type: none"> - We have been granted the full amount asked for of \$150k <p>Proforma:</p> <ul style="list-style-type: none"> - Peter created a revised Proforma, realized there were a few challenges in the calculations - It is evident considering the revolving loan and everything else, we still need \$150k in grants and 1500 member-owners - Peter said that by Sunday he feels he will be able to work through this and see that they are comfortable, will recirculate Sunday so we have time to review before the BOD meeting 5/20/20 	

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Capital Campaign	Susy/Lizz/Brenda	<p>Pledge Updates:</p> <ul style="list-style-type: none"> - We have a lot of work to do around pledge collection - Lizz has reached out to a significant amount of individuals with email first and then phone calls if not hearing back. 25% are responding pretty quickly thanking for the reminders - Susy shared that she would expect and invoice as a further reminder, someone has made the commitment and it's like billing them. Many may have forgotten if they did it several months ago - Lizz could use help with the Thank You letters as there are many to get out yet <p>Written Report shared by Brenda:</p> <ul style="list-style-type: none"> ▪ Menasha Corporation Foundation – We had strong encouragement through member, Weston Radford, to apply for a grant through the Menasha Corporation Foundation. (Weston sits on their board.) Sam “did her thing” with a few enhancements added by Brenda, Lizz, and me. Weston reviewed and endorsed the grant, for \$50,000 over two years, to be reviewed on June 8. ▪ Nancy Dirlam Fund is a Donor Advised Fund at the OACF. Nancy’s family is considering a donation (of undetermined amount). Nancy’s daughter, (Kim Schatz) said she believed the Co-op is a cause her mother would believe important. I presented to Kim via email and phone followup. Karlene is doing additional followup with Kim. 	

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Capital Campaign cont.		<ul style="list-style-type: none"> Black Pearl Coffee (Bill Thimke) has proposed an in-kind vendor contribution (value about \$5,000) to include coffee dispensing equipment, and in exchange for a strong position in the store's lineup of coffee offerings. Among those would be the Co-op's house brand. (Note: As these opportunities arose during the Capital Campaign, we offered to add supporters to the producer database if they would complete the form. We did not offer shelf space in exchange for any campaign contributions. Lizz is working with Susy to craft a response to Bill.) Associated Trust (Ryan Sterkenburg) has encouraged us to apply for funds from Associated Bank Granting Fund. He recommends a specific request (such as a needed piece of equipment) and suggests a request of \$2500-\$5,000. This is a system-wide, corporate funding branch of the bank and decisions are made by a rotating grants board. (I'm finding out who's on it.) The company has granted \$800,000+ so is a large resource; however, their grants are typically in the range suggested above. Barr Refrigeration, has been approached and requires followup. They had many (unfounded) concerns about the project (I still have hope for them.) COVID19 rules out in-person presentations; probably necessary in this case. Barr is a possible in-kind contributor. We will need the new design firm to (again) spell-out refrigeration requirements to determine if Barr can meet store 	

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Capital Campaign cont.		<p>needs. We can try to get a meeting when all comes together. Knowing the family, I believe they will be interested if it proves a good fit.</p> <ul style="list-style-type: none"> Several OACF donors continue to be “on the radar.” Gifts would be in the \$5,000-\$10,000 range. There are also several people with local connections who we would like to approach. I would rather have specific store areas/enhancements to present to these donor prospects before approaching them. That is a part of the design planning (the horse which must come before the cart.) <p>Campaign Follow-up Discussion:</p> <ul style="list-style-type: none"> Pledge collection – 143 charitable pledges totaling \$318,751.01 remain open. Loan closings – 14 loans totaling \$399,500 remain to be closed. Thank you notes – 211 thank you notes need to be written. We are asking for Board member assistance in handwriting these notes, to allow for Lizz to be able to focus on pledge collections and loan closings. Naming Opportunities – We have several supporters who still need to select their naming opportunities. We are also working to coordinate these. 	

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Grants	Sam	<p>Grants Discussion:</p> <p>LFPP:</p> <ul style="list-style-type: none"> - We are continuing to work on this. Our plan was to have a copy to share with the BOD tonight, Sam will still send it tomorrow. Please reply back with feedback by next Wednesday - With the potential new design vendor, there was a gap between them and Seven Roots. - It is going to make our grant less strong if we do not have a contractor selected by May 26th <p>Constructive feedback shared by committee:</p> <ul style="list-style-type: none"> - Committee understands that there will be evolution and things that need to happen during this process but we make changes that impact grants, it takes the wind out of the sails of the committee - There is stress that comes with the co-op being so dependent on grants - Discussed lack of certain policies make us less attractive for several grants, many of these are included because they are federal or state requirements. <p>Team Retention:</p> <ul style="list-style-type: none"> - Samara has shared that she will need to step out of the team lead role, and will not be able to volunteer with the co-op anymore - Emily is going on maternity leave in August - Board should consider hiring a grant writer - Brenda shared that her and Lizz have been working to put together a communication that asks for volunteers in certain areas. We have many new members and likely have untapped talent interested in serving the co-op <p>Written report provided by Sam Larson:</p> <p>Grants Submitted/Under Review:</p> <p>\$2,000 - The Bill Gessner Startup Food Co-op Award through FCI</p>	<p>ALL: Reply back to Sam with feedback on LFPP by next Wednesday.</p> <p>Sam will connect with Molly to prioritize policies that seem to be missing to better position us for these grants.</p>

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Grants cont.		<p>Project: TBD Award Notification: May 2020 \$50,000 (\$25,000 in 2020 and 2021) - Menasha Corporation Foundation Project: Emphasis on Community Betterment and Safe and Healthy Citizens funding priorities Award Notification: June 2020 Not Awarded (Will seek other opportunities to submit) \$42,000 (1:1 Match) - Buy Local, Buy Wisconsin Grant Project: Northeastern Wisconsin Collaborative Marketing Campaign In Progress \$94,475 (25% Match - Remaining \$51,630 in contract) - Local Food Promotion Program (LFPP) through USDA Project: Maximizing Local Food Sales through Store Planning and Design (Previously based on Seven Roots Contract) Due: May 26, 2020 Award Notification: September 30, 2020 NEEDS FROM SITE TEAM:</p> <ul style="list-style-type: none"> ▪ Copy of signed lease with Merge ▪ Store Design Contract from New RFP Process ▪ Partnership Letter from Contractor <p>\$474,975 = TOTAL GRANT \$ SOUGHT \$1,500 = TOTAL GRANT \$ RECEIVED \$42,000 = NOT AWARDED DISCUSSION ITEM Grants Team Concerns and Suggestions RECOMMENDATION Policies and Procedures to Develop, Confirm, or Approve (based on grant requirements):</p>	

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Grants cont.		<ul style="list-style-type: none"> ▪ Procurement Policy ▪ Formal policy of nondiscrimination and a formal system for complying with Federal civil rights requirements ▪ Financial conflict of interest policy that complies with 42 CFR Part 50 ▪ Policy to ensure disbursements properly documented with evidence of receipt of goods or performance of services ▪ Policy to ensure effective system of authorization and approval of capital equipment expenditures and travel expenditures ▪ Detailed records of individual capital assets kept and periodically balanced with the general ledger accounts ▪ Effective procedures for authorizing and accounting for the disposal of property and equipment? ▪ Detailed property records periodically checked by physical inventory ▪ Policies concerning capitalization and depreciation ▪ Procedures to ensure that all cost transfers are legitimate and appropriate ▪ An indirect cost allocation plan or a negotiated indirect cost rate ▪ Procedures which provide assurance that consistent treatment is applied in the distribution of charges to all grants, contracts and cooperative agreement ▪ Cash forecasting process which will minimize the time elapsed between the drawing down of funds and the disbursement of those funds? ▪ Federally Negotiated Fringe Benefit Rate Agreement 	

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Grants cont.		<ul style="list-style-type: none"> Federally Negotiated Indirect Rate Agreement 	
Communications & Outreach	Lizz	<p>Communications (provided as a written report):</p> <ul style="list-style-type: none"> - Campaign Announcement generated some decent press: 4 articles to date, all been listed on the “press” page on our website: https://www.oshkoshfoodcoop.com/press - Facebook LIVE broadcast video reached over 4,000 people, with 2149 watching longer than a few seconds. - Facebook and instagram boosted post (\$25 investment) announcing the completion of our campaign reached over 8000 people with 28 people sharing the post. - Email announcement to members had a huge open rate at 57%. Our “it takes a village” email was just behind at 49% and generated lots of “feel good” responses from our membership. - Email announcement to prospects generated 10% open rate, which is 202 people. These are people who are not yet members but are clearly interested. - Our temporary use permit (that allows our sign to be at the site) expires on Sunday. I have requested an extension and will let you know when I hear back. If we do need to remove it, we will need some strong volunteers to assist us with moving the sign and taking it to....? 	
Communications & Outreach cont.			

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Membership Recruitment	Lizz	Member recruitment (provided as a written report): <ul style="list-style-type: none"> - Steady member growth continues organically - Brenda has received a few phone calls inquiring about membership 	
Producer Relations	Tracy	No report this evening.	
Hiring/HR	Melissa	Melissa provided a revised timeline and process. Board had a discussion on GM recruitment path. <ul style="list-style-type: none"> - Board discussed and made revisions to the timeline, indicating we'd like to have the GM hiring by December 2020 at the latest, with our hiring processes launching in June - This is one of the absolutely most critical decisions we will be making for the future of Oshkosh Food Co-op - If we are going to proceed with the process internally, we will need to form a robust, experienced and available hiring team ASAP - Melissa presented options for recruitment firms should we not be able to fulfill this internally - Recommendation from board was to proceed with building an experienced hiring team, with the option of the recruitment firm in our back pocket 	Submit suggested names of members to Melissa for GM Hiring Committee
Governance/ Legal	Molly	Policy Update Proposal: <ul style="list-style-type: none"> - Molly would like clarification on Policy Manual re: seating newly elected board members when we have a seat available for election off cycle. 	

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		<ul style="list-style-type: none"> - Per our Policy Manual, we can vote on this at a meeting subsequent to our discussion. Therefore, I plan to ask for a vote at our May 20 meeting. <p>For your reference during the discussion, here is a summary and proposed new language:</p> <ul style="list-style-type: none"> - This will 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. ▪ 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. 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 the candidate with the fifth highest vote total will serve the remaining one 	

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Governance/ Legal cont.		<p>year of a term. Any other combination of vacancies will follow this same model.</p> <ul style="list-style-type: none">▪ Candidates with the higher vote totals will serve the longer terms.	
Adjourn	Brenda	Brenda adjourned the meeting at 9:08pm.	

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