



**July 12th Agenda & Minutes
Board of Directors Meeting**

Zoom Link: <https://us02web.zoom.us/j/6259291254?pwd=M3dOalhYdFZkZ3BBZ2pFL045ZXlnUT09>

Referenced Resources

Board Members Present: Cedric Harrison (Zoom), Genna Wirth, Scott Whisnant, Jordyn Appel-Hughes, Evelyn Adgar (Zoom)

Board Members Absent: Joe Finley, Keith Rhodes, Lauren Hurley

Staff Present: Evan Folds, Cierra Washington

Community Members: Craig Harris, Angela Rhodes (Zoom)

Call to Order: 10:37 by Cedric Harrison on July 12th, 2021

Reading and Approval of Minutes: Minutes of the June 14th, 2021 BOD meeting accepted as previously published and posted and approved by unanimous consent

Quorum: 5 of 9 board members

Orders of Business

Checkin's:

- I. Cedric - checked out the Princess St building and the progress that's been made there
- II. Genna - relaxing 4th of July and excited to have Craig with us today!
- III. Cierra - moved this weekend and now unofficially
- IV. Scott - ready to get going and hoping to solve meeting logistics (meeting in-person via Zoom)
- V. Evan - also ready to get going excited to have Craig with us today
- VI. Jordyn - had goat yoga this past weekend at her farm
- VII. Evelyn -

New Business:

I. Guest Reports:

A. Craig Harris

Former GM of Tidal Creek Co-op and now with the City of ILM

- I. National Cooperative Grocers Association (NCGA) website <https://www.ncg.coop/>
 - A. Essentially a co-op of co-op's
 - B. Co-op members have their own lower pricing bracket for different products (staples outside of proteins not as heavily purchased)
- II. Connect with Hi-Wire contact on interest in Coca-Cola building
 - A. Portion of building could potentially be allocated towards a grocery store
 - B. Wanting to invest in the community
 - C. Will dig in to the current 90 day contract for the entire block (currently at ~day 57-60)
 - D. Funding for Tidal Creek Co-op to shift to current location (from original) came primarily from NCGA loans, with funds from member shares

- E. Process suggestions for training a GM: Staff training with Tidal, training and education with Produce Manager at Tidal for pricing margins, storage capacities
 - 1. Tidal's structure: General Manager, HR/Finance Manager, Deli/Front of House Manager, Grocery Manager, Wellness Manager, Produce Manager
- F. Craig can help provide guidance on crafting descriptions, expectations and hours/pay for staffing

II. Staff Report:

- A. Inflection Point
 - 1. Need significant community buy-in
 - 2. Able to generate significant community buy-in
- B. Business Plans
 - 1. Philosophical Challenge
 - a) Feedback = Focus, focus, focus → challenging
 - 2. Plans
 - a) New Non-Profit
 - b) Frankie's Outdoor Market
 - c) Frankie's Make-A-Meal Pilot Grocery
 - d) Full-Service Grocery
 - (1) Refine plans/budgets in Finance Committee, vote in August meeting
 - e) Traditionally draw to fund to compartmentalize; however have enterprise projects NFC currently engaging on (non-profit, make-a-meal, etc.), would not be something that would be written into a business plan
 - f) Going to sit down with Jerry Coleman (Director of Small Business Center @ CFCC)
- C. Non-Profit Development
 - 1. Feedback on scope?
 - a) The New Non-Profit organization will champion regenerative projects, true cost accounting, and cooperative business in the Southeastern North Carolina region through the lens of food sovereignty.
 - 2. Leila Klein (Co-op Dayton) experience in being in this position, would like to invite to August meeting and provide consulting services (\$150/hour at 4-hours a month)
 - 3. Lisa McDow = \$1,550 to activate New Non-Profit *<more details in weekly staff report>*
 - a) Though Lauren completed the paperwork, have had several recommendations to go through an attorney for this process, would do everything except file with IRS (simple 1-pager that NFC could complete)
 - b) Wouldn't speed process up but will ensure it is done correctly
 - c) **Vote for spending authorization for contracting Lisa McDow for \$1,550 to file and activate non-profit**
 - (1) **Scott Whistnant brings motion forward to vote on contracting Lisa McDow for \$1,550 to file and activate non-profit, Genna Wirth seconds, approved by 5/9 board members, 0 nays**
- D. NFC Project Funding
 - 1. [Start the Wave](#) = \$15,000 (applied)
 - a) \$15,000 applied for videography
 - 2. [Quadratec Energize the Environment Grant](#) = \$3,500 (applied)

- a) Alex the intern lead = Freight Farm Shipping Container
 - 3. [Cape Fear Memorial Fund](#) = \$75,000 with discretion (applied)
 - a) Awarded October 15th
 - 4. [Workers Lab - Innovation Fund](#) = \$150,000 (written, due 7/12)
 - a) Awarded in October
 - 5. [Mountain Rose Herbs](#) = \$5,000 (planning, due 7/20)
 - a) To fund a Food Lawns project to #FarmtheNorthside
 - 6. [Z. Smith Reynolds State-Level Systemic Change](#) (planning, due 7/22)
 - a) TT Tania Duran Monday 7/12 about connection
 - b) Need Voyage support <similar process as CF Memorial Foundation>
 - 7. [SECU Foundation](#)
 - a) Rolling submission awarded in January and July
 - b) No \$ listed
 - c) Need Voyage support <can apply directly for NFC>
 - 8. [Louise Oriole Burevitch Endowment](#) (planning, due 7/30)
 - a) Up to \$50,000
 - b) Need Voyage support
- E. Frankie's Outdoor Market
- 1. Novant \$15k received → new hire process underway
 - a) Hybrid position: farmers market, community engagement
 - 2. Shipping container on lot will be used for growing greens
 - 3. Refrigeration donated to support farmers market for produce to be sold on behalf of the produce farms -- volunteers will sell on behalf of the farmers
 - 4. Insurance process: Wells Fargo or State Farm, difficult for insurance companies with us being a cooperative business and not a non-profit. Wanting insurance to cover vendors and customers as well.
 - a) Need to consider insurance for BOD members as well
 - 5. Two community clean-up's at the lot on 7/16 and 7/17
 - 6. Cierra will send out cal invite to have BOD members present at the farmers market grand opening on 7/31 from 9am-1pm
 - a) Have something fun to celebrate, ex: ribbon cutting, invite Kevin Spears

Frankie's Farmers Market Project Status Update



Vendor Updates

- 3 produce vendors
 - Willowdale Urban Farm
 - Freedom Dreams Farm
 - Rise Up Community Farm
- 1 potential Seafood Vendor
 - East Coast Seafood
- 1 potential Meat Vendor
 - Connection through Sheri Shaw

Project Highlights (since last mtg):

- Wrote and Submitted Quadratic Energize the Environment Grant
- Received: Fridge, Pallets, Spindle Tables
- Fence Contract Submitted to Frankie
- Lease Reviewed with Frankie and submitted to BOD for review
- Received Novant Funding
- Moving forward with hiring
- Engaging Insurance (Wells Fargo & State Farm)

Project Risks:

- Timing of building and fixing up lot in time
- Need to have in-depth understanding of EBT; shadowing Wilmington Farmers Market

Decision/Requests:

- Need BOD approval of Lease
- BOD insurance coverage
- Do we want BOD presence at opening date

7. Outdoor Market Lease for just the lot, does not include the building
 - a) Cedric concerns: (1) not forward facing to the street, (2) review lease to include building
 - (1) Building wasn't included in the lease because the current funds will not cover both the lot and the building
 - (2) \$1,100/month for just the outdoor lot; roughly \$90,000 for the farmers market operation, Make-a-Meal kits
 - (3) Cierra is at the building daily distributing free food, will still familiarize folks with the current space
 - (4) Is there an opportunity to include a clause in the lease to allow for the market to shimmy inside due to weather occurrences?

b) Vote for authorization on approving Outdoor Market Lease

(1) Genna Wirth brings motion forward to vote Scott Whisnant seconds, approved 5/9 board members, 0 nays

- F. Frankie's Make-A-Meal
 1. Make-A-Meal kits under development
 2. Make-A-Meal strategic planning on July 23 (3-5pm) at 2507 Delaney Ave
- G. Full-Service Grocery Store
 1. 1002 Princess St location still under contract due diligence
- H. Membership Report:
 1. Trade Area Goals (within 1-2 miles of proposed grocery site)
 - a) 35% within 1-mile
 - b) 50% within 2-mile

NEW MEMBERSHIPS ** 12.1.21 thru 6.31.21								
	Dec 20'	Jan 21'	Feb 21'	Mar 21'	Apr 21'	May 21'	Jun 21'	Cumulative Total
Community-Owners	159	41	34	23	45	49	20	371
Northside Specific Owners (28401 & 28402)	57	5	8	2	20	19	3	114
Other Zip Codes	103	36	26	21	25	30	17	258
Pay it Forward Placed	8	-	-	8	5	3	1	25
Owners within 1 Mile Radius (estimated)							107	28.84%
Owners within 2 Mile Radius (estimated)							154	41.5%

III. President's Report:

- I. Novant: Update on in-person meeting, excited to see the Outdoor Market come to fruition
- II. [Deep Roots Market](#): Greensboro Cooperative - Cedric going to connect with contact who is a friend and board member
- III. Mandala Co-op: Their grocery store is roughly the size of Frankie's building
 - A. Connected with their accountant, Breyanna, who has been with the co-op for ~7 years

- B. Owners are workers, not open to wider community
 - 1. Worker owner shares includes perks such as: unspent grant funds are divided amongst workers, co-op pays for their phone bills, not a non-profit but has fiscal sponsor -- in the process of applying for their own non-profit to better align with their principal and goals

IV. Finance Committee Report:

- A. Income/Expense:
 - 1. Cash position: \$28,610.16 (specifically for NFC) // \$15,000.00 (specifically for Outdoor Market)
 - a) Sitting down with Kenny to ensure they are being tracked separately
 - 2. Upcoming expenses to pay-out in June:
 - a) \$9,358 for contract fees (staff)
 - b) \$536.25 for contract fees (consult)
 - c) \$394 for supplies (reimbursement)
 - 3. Guaranteed revenue to hit the bank in July: \$43,799.84
 - a) \$25,000 Preferred share, NFC
 - b) \$15,000 Frankie's
 - c) \$3,799.84 from paypal transfer initiated (from NFC website to bank account)
- B. Summary of new ownerships
 - 1. Owners: 388
 - 2. PIF unmatched: 68 available
- C. Genna to send Evan and Cierra spreadsheet of names and info for t shirt sales not currently included in database
- D. Add agenda item to finance committee meeting: need for paid bookkeeper vs cost for accountant to take on
 - 1. Genna to clean up quickbooks, ensure all paypal deposits are properly split and allocated by Thursday and provide full bookkeeping report
 - 2. Identify roles of accountant, bookkeeper, finance committee
- E. Grants update:
 - 1. CFMF(will be submitted on 7/15) and ZSR
- F. Preferred share structure and strategy (Evan)
 - 1. Evan met with Richard Crow of Ward & Smith about Preferred Shares strategy 6/25
 - 2. Remove the series detail from bylaws and leave BOD discretion with an almost unlimited number of shares (~1 million) so we can retain flexibility and no ceiling
 - 3. Offer preferred shares at \$10-25 that can be purchased in large quantities by accredited investors only
 - 4. We will make Series A as a short term opportunity that serves as a bridge, then a Series B in medium term for the capital campaign once we establish location and final budget, and hold Series C as a contingency
 - 5. This will take some housekeeping procedures to post in minutes, then we will need to move for an Owner vote to amend the bylaws
 - 6. Richard is laying the groundwork for us to be able to follow through on all of this, and we have a clear runway for him finishing the documents and clearing the way for preferred shares in the short term
 - 7. We also briefly discussed crowdfunding opportunities, and a conversation he is having with his partner Steve Long who focuses more on non-profit development

V. Marketing & Community Engagement Committee Report:

- A. Community meetings
 - 1. Next meeting: July 15th @ Boy and Girls Club Community Boys & Girls Club (901 Nixon St, Wilmington, NC 28401) in the game room (food in the cafeteria)
 - 2. August meeting will be @ Boys and Girls Club
 - 3. Chef Keith Rhodes will be able to provide food in July and at all future in-person meetings! First come first serve for food.
 - 4. **Need for projector for presentation**
- B. Frankie's Lot Clean Up on July 16th <internal> & July 17th <external> from 8am-10am @ lot behind 1019 Princess St
 - 1. Natalie donated \$500 for clean up supplies
 - 2. Students from DREAMS painting at Frankie's
 - 3. Amanda from Village Oasis interested in helping to beautify area
- C. Canvassing the Northside
 - 1. Spoke with Genna about VOYAGE youth (older & some males) to help with this
 - a) Cierra to speak with VOYAGE youth on July 19th to determine if any are interested
 - 2. Designed Door Tags
- D. Community dinners at different Northside partners
- E. Would like to host a general community meet & greet/ fun day at Portia Hine Park in August
 - 1. August 14th 3-6pm VOYAGE and Push Solutions hosting Back to School event at Portia Hines Park

VI. Enterprise Committee Report:

- A. Novant update
 - 1. Funds received
 - 2. Cameron Nothoff will schedule regular check-in's to support Cierra with project management, tracking measurables, schedule check-ins with Co-Op leadership and NH CE leadership
 - 3. Having members of Novant executive team come visit the farmer's market on next visits to Wilmington, sending members of our leadership team on tours with Cedric, NFC on visits to Wilmington
 - 4. Providing PR support at the launch of the farmers market, and leveraging the opportunity to highlight local business owners whose own foods/products will be sold at the farmer's market
 - 5. Leveraging relationships with other businesses/donors to 'get on board' with NFC efforts and raise capital.
 - 6. Reference concept coming from [The Chattanooga Health & Wellness District](#)
<full study in folder>
- B. New Hanover County update
 - 1. Interested in funding a grocery store in a food desert, Scott + Cedric, attending a meeting on 7/12 at DSS/Dept of Public Health for more info

VII. Governance | Policy Committee Report:

- A. Onboarding process for new committee members - July supporting documents have board committee principles, letter of engagement, interest buyer for BOD (Evan, Joe F.)

1. Staff or board committee chair function to onboard new committee members? Committees traditionally are a function of the board and not staff
 - a) Board chair reviews and reaches out to begin onboarding process for new committee members
 2. Committee chairs: Committee principles (#6 - committee chair is a board member)
 - a) Should we amend so that engaged committee members can serve as chair?
 - b) Are current board chairs committed to continue serving as chair, do these roles need to be reassessed?
- B. **Vote via email** on amending committee principles document, specifically item #6, so that committee members can serve as committee chair
1. X brings motion forward to vote on X, X seconds, approved by /9 board members, X nays

Action Steps:

- I. **Vote for spending authorization for contracting Lisa McDow for \$1,550 to file and activate non-profit**
 - A. Scott Whisnant brings motion forward to vote on contracting Lisa McDow for \$1,550 to file and activate non-profit, Genna Wirth seconds, approved by 5/9 board members, 0 nays
- II. **Vote for authorization on approving Outdoor Market lease**
 - A. Gena Wirth brings motion forward to vote, Scott Whisnant seconds, approved 5/9 board members, 0 nays

Next Steps & Proposed Agenda Items for Next Meeting:

- I. Begin meeting in-person beginning August 9th; board members not able to attend will need to alert the full board ahead of time?
- II. **Vote via email** on amending committee principles document, specifically item #6, so that committee members can serve as committee chair
 - A. X brings motion forward to vote on X, X seconds, approved by /9 board members, X nays
- III. **Vote via email** Votes Made by Email *Bylaws Accordance*
 - A. **Vote on staff spending policy (presented on X/X/XXXX via email)**
 1. X brings motion forward to vote on X, X seconds, approved by /9 board members, X nays

Meeting was adjourned at 11:51 by Cedric Harrison.

The next Board of Directors hybrid meeting will take place on **Monday, August 9th, 2021** from **10am-noon** with options for **in-person at the Voyage Hemenway Center (507 McRae St)** and **via Zoom:**

<https://us02web.zoom.us/j/6259291254?pwd=M3dQalhYdFZkZ3BBZ2pFL045ZXlnUT09>