



September 13th Agenda & Minutes Board of Directors Meeting

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

Referenced Resources

Board Members Present: Joe F., Genna Wirth, Frankie Roberts, Joryn Appel-Hughes, Cedric Harrison, Lauren Hurley

Board Members Absent: Scott Whistnant, Keith Rhodes, Evelyn Bryant

Staff Present: Cierra, Evan

Community Members: Richard Crow

Call to Order: 10:04 by Cedric Harrison on September 13th, 2021

Reading and Approval of Minutes: Minutes of the August 9th, 2021 BOD meeting accepted as previously published and posted and approved by unanimous consent

Quorum: 6 of 9 board members

Orders of Business

Checkin's:

- I. Cierra - Connected with Robert Taylor Senior Homes in planning shuttle service between housing development and farmers markets
- II. Evan - Good event at Crafted Outpost
- III. Cedric - Excited for today's meeting and the progress being made
- IV. Frankie - Looking forward to the conversations of today in his fly suit
- V. Genna - Navigating the loss of a friend
- VI. Jordyn - Tuning in from the bedroom while
- VII. Joe Finley - Looking forward development conversations
- VIII. Lauren - Excited to be here today!

New Business:

I. Guest Report: Richard Crow - Preferred Shares Protocol

- A. Revised amendments to bylaws for consistent terminology
 1. Notification on bylaws for having votes before holding meeting
- B. Consent of Directors - Draft Notice for calling Member/Patron Meeting w/written ballot option
 1. At least 10 days but no more than 30-days notice for meeting (personally/website, email, regular mail). Meetings can be held virtually, but members need to be able to speak/hear
 2. Set-up as webinar, could include poll option for voting - need to confirm if linked to individual
- C. Need at least 10% of members to show-up (in-person, mailed ballot, virtual); need majority vote to pass articles from the 10% of members in attendance

II. Staff Report:

- A. Funding
 1. City = \$125k : operational costs around food distribution - includes up to 75% of staff costs, to be spent down in 1-year

- a) [Budget](#)
2. Grants
- B. Non-Profit Update
 1. Confirming details to NFC being “registered agent” of non-profit, signed report w/financial data submitted 9/10
 2. Board recruitment - need 3: Natalie Parish, Marshall Brown,
 - a) potentially Randolph Keaton, Cordia Sloan
 3. What level of commitment is needed for the staff, what are the board’s goals and expectations for staff and the non-profit?
 4. Possibility for bringing Ashley Daniels in for leadership development, advancing board goals that are not aligned with staff tasks
- C. Strategy
 1. Food Access vs. Food Equity: only TWO nonprofits that offer affordable food equity opportunities while OVER 60 nonprofits offer free food opportunities
 2. Potential Competition Conversation
 - a) County developments
 - b) Food Bank receives \$1 million from nCino
 3. Parchie’s Property Conversation
 - a) [Term Sheet](#): \$2,500/month for 2-years - propose to city/county fund 2-year pilot
 - b) [Photos](#)
 - c) [Doodle Poll](#)
- D. Bookkeeper Conversation
- E. Frankie’s Outdoor Market Update
 1. Not offering free food opportunities during market operation

Frankie’s Farmers Market Project Status Update




Project Highlights (since last mtg):

- Hosted 4 markets
- Have a rotating number of 11-13 vendors

Training/Development

- Need to develop greater marketing in Rankin Terrace and surrounding areas
- Meat Handlers License
- Refrigeration at the Food Hub

Project Risks:

- Still struggling to maintain consistent attendance from immediate Northside residents
- Free produce vs. Pay What You Can

Decision/Requests:

- Would like to encourage all BOD members to attend and bring a guest

Survey Highlights:

- 31.8% of people learned about the market through word of mouth
- 61.9% of attendees travel more than 6 blocks to attend the market
- "How would you rate the fruits and vegetables sold at the farmers market, compared to the other places in your neighborhood (such as a supermarket or corner store)"
 - 5 ppl said selection was a little worse
 - 7 ppl said the selection was much better
 - Price ranged from about the same to much better
 - Majority of people said quality of food was much better

F. Ownership Report

Full 2021

NEW MEMBERSHIPS ** 12.1.21 thru 8.31.21										
	Dec 20'	Jan 21'	Feb 21'	Mar 21'	Apr 21'	May 21'	Jun 21'	July 21'	Aug 21'	Cumulative Total
Community-Owners	159	41	34	23	45	49	20	53	17	441
Northside Specific Owners (28401 & 28402)	57	5	8	2	20	19	3	17	6	137
Other Zip Codes	103	36	26	21	25	30	17	36	11	305
Pay it Forward Placed	8	-	-	8	5	3	1	10	2	37
Owners within 1 Mile Radius (estimated)							107			28.84%
Owners within 2 Mile Radius (estimated)							154			41.5%

G. Pilot Store

1. [Draft Business Plan](#)

H. Match-Sponsor-Connect Program

1. How can the Board help?

III. President's Report:

- I. N/A

IV. Finance Committee Report:

A. Income/Expense:

1. Total Cash position: \$28,942.74
2. NFC Cash Position: \$16,818.95
3. Frankie's Cash Position: \$12,123.79 (includes Sept expenses)
4. Upcoming expenses to pay-out in September:
 - a) \$289.50 (vendor payback)
 - b) \$9,358 (contract fees)
5. Guaranteed revenue to hit the bank in September:
 - a) 3,206.26 (venmo and Paypal)

B. Progress on paid bookkeeper

1. Review from meeting on August 18
2. Barrier - currently in auditing season and not taking new clients until after October; Genna to follow-up with Cedric's contact

C. Preferred share structure and strategy (Evan): Process for establishing preferred shares for sale based on updates from Richard Crow

1. Cedric Harrison brings the motion to vote on preferred share structure, Genna Wirth seconds. Vote passed with unanimous approval

V. Marketing & Community Engagement Committee Report:

- A. Next community meeting: September 16th - likely will be virtually
- B. September Events:

1. 9/12 from 1-4 at Crafted Outpost Market
 2. 9/18 from 1-4 at Vigilant Hope (1626 Lake Branch Dr): Walk to the Grocery Store Simulation
 - a) [Sign up](#) ; opportunity to participate in October
 3. 9/24 @ Tidal Creek Co-op: Sustainable "POP-up" Market
- C. Planning for Thanksgiving event - last year distributed pies
- D. Dec. 1 is the anniversary of when NFC began selling shares! Creating video w/first 5 shareholders

VI. Enterprise Committee Report:

- A. Recap Strategic planning
 1. Bridge loan for Make-a-Meal will allow for program success + support

VII. Governance | Policy Committee Report:

- A. Cedric Harrison brings the motion to vote on bringing Cordia Sloan onto the NFC board. Genna Wirth seconds. Vote passed with unanimous approval
- B. Drafting document outlines processes for bringing on new board members, staff spending

Action Steps:

- I. Cedric Harrison brings the motion to vote on preferred share structure, Genna Wirth seconds. Vote passed with unanimous approval
- II. Cedric Harrison brings the motion to vote on bringing Cordia Sloan onto the NFC board. Genna Wirth seconds. Vote passed with unanimous approval

Next Steps & Proposed Agenda Items for Next Meeting:

- I. **BY 9/14** Parchie's Property Conversation: Complete [Doodle Poll](#) and review [Term Sheet](#), [Photos](#) by 9/14
- II. Genna connect staff with nCino

Meeting was adjourned at 12:00 by Cedric Harrison.

The next Board of Directors hybrid meeting will take place on **Monday, October 11th, 2021** from **10am-noon** via Zoom: <https://us02web.zoom.us/j/6259291254?pwd=M3dQalhYdFZkZ3BBZ2pFL045ZXlnUT09>