



**November 8th Agenda & Minutes  
Board of Directors Meeting**

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

Referenced Resources

Board Members Present: Cordia Sloan, Joe Finley, Cedric Harrison, Jordyn Appel, Genna Wirth, Scott Whisnant

Board Members Absent: Frankie Roberts, Keith Rhodes, Lauren Hurley, Evelyn Bryant

Staff Present: Cierra Washington, Evan Folds, Marcel, Kim

Community Members: Lisa McDow, Marshall Brown

Call to Order: 10:01 by Cedric Harrison on November 8th, 2021

Reading and Approval of Minutes: Minutes of the October 11th, 2021 BOD meeting accepted as previously published and posted and approved by unanimous consent

Quorum: 6 of 10 board members

**Orders of Business**

Checkin's (5-10 minutes):

- I. Cierra - Tried new crock pot recipe to great success! Excited to make more in the future
- II. Evan - Thankful for Lisa's guidance in aligning our work and our new hires
- III. Cedric - Lost three friends this weekend, hoping these heartbreaking instances remind us why we engage in this work
- IV. Frankie -
- V. Genna - Excited about her new hobby painting and designing surfboards
- VI. Evelyn -
- VII. Joe - Participated in weekend's 1898 events, humbled in the conversations and healing
- VIII. Lauren -
- IX. Scott - Excited about the the new staff members in furthering NFC
- X. Keith -
- XI. Jordyn - Happy to be meeting the new staff members and hearing more about the incredible they've be doing
- XII. Cordia - Thrown off by the time change but was able to visit her child in CLT!
- XIII. Marcel -
- XIV. Kimberly - New market manager for NFC! Excited to be at BOD meeting and connect with other folks at NFC
- XV. Marshall - Enjoying the crisp morning and happy to hear more on NFC's work
- XVI. Lisa McDow - new accountant and excited to help design alignment between mission and goals between NFC biz and nonprofit

New Business:

**I. Lisa McDow - Attorney (15 minutes):**

- A. Aligning and characterizing NFC business and non-profit goals, mission, objectives, expenditures/tracking financial systems between the two entities before/after filing for non-profit status

- B. Non-profit has board which holds the work at stronger level of accountability; important to start out strong = increases chance of garnering attention from larger funders such as Z Smith Reynolds w/formation doc.'s,
- C. For profit allows for less accountability and pivot on demand; co-op adds level of accountability through rule system and BOD, ownership system
- D. Living as NFC arm V. Living as separate entity
  - 1. Having the non-profit living with NFC: Social enterprises, when aligned correctly in missions, objectives, goals - can be successful
- E. Registered agent (any person or company) as outside entity to create stronger liability between business and personal beyond scope of insurance
  - 1. Co-op as agent would allow for important info to get directly to the biz/non-profit versus BOD member + with legal and financial hiccups (ie audit) and streamlining EOY of expenditure reporting; doesn't link to person's individual finances
  - 2. Having the non-profit not living under NFC: Creates autonomy, takes off less risks between the two, does not allow non-profit to support wider range of nonprofits in the region whose mission that don't completely align

#### Next Steps for Filing Non-profit

1. **Board recruitment and identify registered agent, program description, mission, budget, targets**
  - a. Identify **minimum of THREE board members** : w/president, vp, treasurer, secretary (can hold multiple roles)
    - i. **Obtain EIN number** (generally president or treasurer - needs to provide SSN - responsible party for communicating w/IRS)
    - ii. Define ideal board members, can create an advisory council (youth), what do we want the BOD to accomplish and steward the goals and mission?
    - iii. Should meet monthly in the beginning, shift to quarterly
  - b. Adopt by-laws
  - c. Can change the name, budget, scope of mission after incorporation ; can potentially still use 'ACRE' as original non-profit has dissolved
2. Filing with state and IRS: **Info needed: identified the registered agent, EIN, program description, mission, budget, targets**
  - a. File w/state as NFC as registered agent ; creates longevity vs connecting to individual's financials/create shifts if person leaves
  - b. STATE
    - i. Can be completed with short turn around: Takes 2-3 weeks to collect information to submit to state - phone call
  - c. Creating budget outlining timeline of accomplishments and steering from established board members for 3-4 years
    - i. *How to incorporate a livable wage for ED in the foundational years; wage is based on city averages*
  - d. IRS
    - i. 501c3 takes 6-12 weeks at time of filing w/IRS
    - ii. Board meeting with incorporation package ; public has right to review general financial statement

**Genna motions to amend agenda to move committee reports to take place before staff report, Joe seconds, vote passes unanimously**

**II. President's Report (10 minutes):**

- I. Open Comments

**III. Finance Committee Report (10 minutes):**

A. Income/Expense:

1. Total Cash position: \$ 14,837.93
2. NFC Cash Position: \$ 4,042.15
  - a) City funding needed by December to ensure funds are available to pay-out staffing through Dec. 16th (total of \$5000)
3. Frankie's Cash Position: \$ 10,795.78
  - a) \$2,000 needed; factored in total cash position
  - b) Adjust budget so that Kim and Marcel's funds are accounted to Frankie's vs NFC
4. Upcoming expenses to pay-out in November:
  - a) \$ 94.73 (vendor payback)
  - b) \$ (contract fees)
    - (1) \$5,585
    - (2) \$3,500
    - (3) \$600
    - (4) \$600
5. Guaranteed revenue to hit the bank in November:
  - a) \$2000
  - b) Ownership funds from staff amount TBA and not included <reference staff report>
- 6.

**I. Marketing & Community Engagement Committee Report:**

## NOVEMBER 2021

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
	1	2 Day of the Dead	3	4	5	6 Frankie's Outdoor Market CANCELED due to weather
7	8 NFC Monthly Board Meeting  ★	9	10 World Kindness Week	11 Veterans Day	12	13 World Kindness Day
14	15	16	17	18 Thank You Thursday Market & NFC Monthly Community Meeting @ Hi-Wire	19	20 Cape Fear Alliance Tree Planting Event  Vigilant Hope Burger Fest
21	22	23 Pie Thru @ VOYAGE event	24 Restorative Justice Week	25 Thanksgiving	26 Native American Heritage Day	27 Small Business Saturday
28	29	30 Giving Tuesday  NFC Community Clean Up			Black Friday	

### NOTES

**GIVINGTUESDAY** IS A MOVEMENT THAT UNLEASHES THE POWER OF RADICAL GENEROSITY AROUND THE WORLD. GivingTuesday reimagines a world built upon shared humanity and generosity.

NFC Staff would like to conduct an ownership campaign of 24 shares in 24 hours just like we did last year. We would also like to give back to the community by organizing an actual clean-up for the Northside.

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**Pie Thru 2.0:** We will pass out holiday pies to the community again this year as a complement to the Thanksgiving box give away that VOYAGE does.

- A. Nov. 18: Next community meeting at Hi-Wire - Thank You Thursday
- B. Nov. 23: **Pie Thru** - Passing out pumpkin, sweet potato and apple pies to the community at VOYAGE's annual Thanksgiving box give away event → **Voyage shifting to doing Thanksgiving boxes on Nov. 21**
- C. Nov 30: Giving Tuesday, 24 owners in 24 hours
- D. **Community Clean Up & Giving Tuesday** - Block by block clean up of the Northside of Wilmington

## II. Enterprise Committee Report:

- A. **Schedule closed BOD session based on 11/5 conversation between Scott and Cedric**

## III. Governance | Policy Committee Report:

- A. Anyone who serves on a committee that is not on the board is able to apply for board positions
- B. Creating a nominating committee to identify new board members; 6-month process, reference doc on process in drive, identify strengths and needs in specific professional areas
  - 1. **Identify and organize nominating committee**
- C. Beginning process in January to stagger out/in old/new BOD members in connection with the leaving of board members, opening of store
- D. Potential future board members identified:
  - 1. Max @ Veggie Wagon 757-717-9393; [max@theveggiewagon.com](mailto:max@theveggiewagon.com)
  - 2. Camilie, Kelci, Magenta (CEM)

## IV. Staff Report (30 minutes):

- B. Non-Profit Update
  - 1. Generate clarity to move forward
- C. Location
  - 1. \$8 million purchase of 7 acres
  - 2. 1002 Princess St will be a New Anthem brewery
  - 3. Coca-Cola building; still a possibility but building a store still stands as most viable option
- D. Pilot Grocery Store
  - 1. New Hanover County update
  - 2. Vision & Ideal Scenario
  - 3. Development Update & Timeline
  - 4. Provide feedback to staff on presented communications and materials moving forward in helping to further cultivate the vision and proposed structure to present to the county
- E. Funding
  - 1. Bookkeeper; Jerell (sp.) reviewing income and expenses that can be transferred to sheet to QB
  - 2. City of Wilmington - ARP: in the clear on funds! Next steps is to execute contract
  - 3. New Hanover County - Grocery Store: Good signals from Tufana on submitting information related to full budget and vision ; further conversations needed to be had to further answer county's deep, valid questions and to properly tell the details to the story
    - a) Budget made based on funds needed to get doors open (planning) factors in rent, pro forma -- would identify the true funds needed to be leveraged for the operational business after doors open (implementation)
    - b) Pulling in specific BOD members to provide guidance
  - 4. Healthy Food Financing Initiative (HFFI) - <https://www.investinginfood.com/> : 1- month to get the letter of intent in, targeted towards co-op's
- F. Board Development for Staff Support (Jordyn):

1. Establish process for reviews, distribution of raises, check-in's w/staff and different departments (management, store, farmers market) to support workflow, structure, etc.
2. Connection to identified board committees: Example - shifting to finance to support funding efforts?

**Jordyn motions to shift finance committee to fundraising committee which will shift the structure of reporting and description of committee's role, Genna seconds motion passes, vote passed unanimously**

G. Frankie's Outdoor Market Update

1. Taking steps to research how to block off 11th St and hold the market in the street (permitting by city, etc.)
2. **Lunch n Learn:** forty-five minute to one hour-long Lunch 'N Learn sessions with Northside students and young people once or twice a month. Initially we are thinking of holding them at noon on a Farmer's Market Saturday to also help encourage attendance and involvement at the market. Brining farmers and gardeners in to provide education activities
  - a) Reaching out to schools, afterschool programs to outreach
3. Thank You Thursday Market & Community Meeting Combined
  - a) Articles of Incorporation | Owner Vote → Moved to late November /early December
  - b) Potential to make a regular/monthly activity
4. Developing a 3 month report to submit to Novant

H. Community Ownership Advocate

1. Sold 15 community ownerships in October!
2. Battle of the Clubs: Cook off competition between the Brigade Boys and Girls Club and the Community Boys and Girls Club. Our goal with this event is to further our engagement with the community by creating a fun opportunity for the families to compete while also learning about becoming a owner of the NorthSide Food Co-op.
3. Reach out to Big B and have Marcel join to talk about NFC ; have out at a market
4. **Identify companies who could sponsor activities, projects and programs**
  - a) Cordia connect with PPD
5. Annual ownership meeting
  - a) Notify of meeting 10-days before, provide pre stamped option and mail out to owners - Cierra looking into stamps.com account
  - b) Need 125 members to respond with their vote

I. Ownership Report

NEW MEMBERSHIPS ** 12.1.21 thru 11.30.21												
	Dec 20'	Jan 21'	Feb 21'	Mar 21'	Apr 21'	May 21'	Jun 21'	July 21'	Aug 21'	Sept 21'	Oct 21'	Cumulative Total
Community-Owners	159	41	34	23	45	49	20	53	17	18	27	486
Northside Specific Owners (28401 & 28402)	57	5	8	2	20	19	3	17	6	8	11	156
Other Zip Codes	103	36	26	21	25	30	17	36	11	10	16	331
Pay it Forward Placed	8	-	-	8	5	3	1	10	2	4	11	41
Owners within 1 Mile Radius (estimated)							107			129		28.10%
Owners within 2 Mile Radius (estimated)							154			184		40.08%

Next Steps & Proposed Agenda Items for Next Meeting:

- I. Send out poll to BOD members to identify new board meeting day/time after Thanksgiving, vote at December 13th meeting
- II. Schedule closed BOD session based on 11/5 conversation between Scott and Cedric
- III. Identify companies who could sponsor activities, projects and programs
- IV. Identify and organize nominating committee

Meeting was adjourned at 11:44 by Cedric Harrison.

The next Board of Directors meeting will take place on **Monday, December 13th** from **10am-noon** via Zoom: <https://us02web.zoom.us/j/6259291254?pwd=M3dQalhYdFZkZ3BBZ2pFL045ZXlnUT09>