



MEETING MINUTES
Whitewater Grocery Co.
Board of Directors

Whitewater Grocery Co.'s mission is to provide local jobs for local people, to support farm to table eating, to be a model of environment sustainability, and to create a "third space" for the building of community in Whitewater. To accomplish this mission, we will build a grocery store that sells local and organic foods and is as affordable and accessible as possible.

Date: December 11, 2017

Time: 6:30 p.m.

Location: Cravath Lake Park Community Building

Attendees: Al Stanek, Anne Hartwick, Brienne Diebolt-Brown, Greg Majkrzak, Jennifer Crone, Joanna Baker, and Lacey Reichwald.

The meeting was called to order at 6:30 p.m. by President Lacey Reichwald. Lacey welcomed the owners that were in attendance.

Owner Comment Period

No comments were stated by the owners at this time.

Greg moved to approve the minutes from the [November Board Meeting](#). Second by Brienne. Motion passed without dissent.

Outreach & Ownership Committee Report

The report was provided by Brienne Diebolt-Brown, who was voted as the chair of the committee during the last meeting on December 7. Brienne reported that her friend, Steve Berry, is going to help us update and refresh the Whitewater Grocery Co. website. We are holding a website review meeting in January and will provide Steve with detailed direction on how to update the website after that time. As of today, two gift memberships have been purchased. Lacey will be reminding our supporters about the Dec. 15 deadline for purchasing gift memberships for Christmas delivery on social media and and via email. We are working on a plan to distribute ownership packet by Jan. 15. Anne will coordinate with Jen about the distribution of ownership packets. At our last meeting, our committee decided to table the idea of the purchasing a sticker for the lawn sign to promote our website. We have concerns about it staying affixed during the winter. We will be participating in the 2018 Winter City Markets which will run every second and fourth Saturday at the Irvin L. Young Memorial Library from 10 a.m. – 1 p.m. starting in January. Anne will be sending a request to Board members who are expected to sign up for time slots to help table at the Winter City Markets. Our last meet-up is scheduled for tomorrow night at Second Salem. We are exploring the idea of holding "home" potlucks to help promote the GroCo and increase interest in ownership. Brienne likes the idea of assembling GroCo owner cookbook. We will restarting our community presentations in



January with Fairhaven and the Lion's Club. Jen will talk to Mary Beth Byrne about presenting at the Methodist church. We are investigating the idea of scheduling some informational community sessions. We have committed to tabling at the W3 Wellness Fest in March. We are looking at scheduling some co-op field trips for the Board. Our committee will be creating a list of potential field trips to the next board meeting. We also also starting to research different kinds of ownership drives and will be bringing our favorite ownership drive ideas to our next committee meeting. A one month time frame (i.e. 30 owners in 30 days) seems to be successful. Brienne is working on ownership scholarships. She did get in touch with Jacqueline Hannah. She is going to be providing Brienne with examples from other co-ops. Greg said we might want to appeal to local businesses to sponsor ownerships for employees -- either at a discounted rate or at no cost to their employees -- as an employee benefit.

Business Administration Committee Report

Jen has reached out to all of the volunteers who expressed interest in being on the committee. The next meeting will be in early January and will occur quarterly. The committee will help with defining and articulating procedures, like processing membership payments, and the transition to QuickBooks. The committee charter will be drafted during the January meeting. Greg volunteered to serve on the committee. Lacey reached out to Mark Johnson, director of Whitewater Innovation Center about office space. The Innovation Center has limited storage space, so Mark seeing if there is any extra storage space for us. He is talking to the Board on Dec. 13 and will set up a tour for us. The cost is \$300 a month. There is an open office space in downtown at 162 W. Main Street which is centrally located at 750 square feet for \$560 a month. Lacey and the Business Administration Committee will help identify lease terms as well as cost and compare that to the budget.

Financial Report

Jennifer Crone reported on the concept of a financial dashboard she learned about at the Co-op Directors Forum at Foremost Farms in Baraboo, WI on Dec. 5, to help display all of the reporting data on one page. Her first rendition of the dashboard includes a graph of the number of owners we've gained per month and a list of the latest owners. If we keep up that pace of 20-30 owners per month, we'll reach 400 by June. The dashboard also displays our ownership number against our benchmarks as well as our current bank account balances which are as follows: Checking (\$ 34,036.53); Savings (\$ 4,881.54); and Paypal (\$ 3,327.63) for a total of (\$ 42,245.70). Our sales of our t-shirts and lawn signs have almost reached 50% of the expenses spent for their purchase. If you have any ideas about how to improve the dashboard, please send them to Jen. Annual Meeting expenses totalled \$2,207.92. We should be receiving a check for \$200 for a scholarship from the Cooperative Extension County Offices for attending the Co-op Directors Forum.

Jen revised the spreadsheet budget based on Stage 1, Stage 2A, Stage 2B. The columns include all uses and all sources. The bottom of the spreadsheet includes cash flow for the period - beginning



cash and ending cash. Stage 2 is a stage where we will be making some of our largest expenditures. The bottom of the spreadsheet also displays the total member equity that has been accumulated vs. what you've used against your expenses. At this current point, we have over \$42,000 in member equity and we are just starting to dip into those funds. We have used \$395 of our member equity and all of the CDA grant funds of \$10,000. Jen will add percentages next to member equity for the next meeting. The sources section for each stage includes projected owner numbers (200, 150, 150). They need to be revised as we update the owner numbers. A suggestion was made that we should apply for a \$7,000 grant from the Clif Bar Family Foundation. Grants are awarded for general organizational support to support a robust and healthy food system. Brienne will research the result of her research will be delivered at the next meeting and will be added to the agenda. One of the items on our to do list is to determine how much member equity we are willing to spend before we prove feasibility. Jen will add the word "owners" to the line item in the spreadsheet that indicates the number of projected members in the Sources section. Jen stated that the bank statement usually are available on the 5th of each month, so the treasurer's reports will always be delivered at the meeting rather than in the packet.

Market Study

We contracted for a feasibility study with Keith Wicks and he did a preliminary study to see if Whitewater can support a grocery store. His report does indicate that the community can definitely support a grocery store and that Walmart is not fulfilling the needs of the community. If we are closer to Walmart, we may need to be more high-end. The farther away we are, we can be more conventional. We looked generally at locations. We did have a discussion with him earlier in the day and he is making updates to his study based on our feedback. Per Keith's report, the eastside needs a development plan in order for the co-op to be successful in that location. He is also reporting on what a grocery store in this town would need to sell in order to do well. Grocery, bulk food, health & wellness, dairy, frozen food, meat & seafood, bakery, beer & wine. He is going to send us an example of color blocking to demonstrate how this will look in our space. Brienne said that she also inquired about reserving a place in the store for gift items as the ownership has expressed an interest in an alternative place for shopping for gifts. Keith says that we are ready for our proforma. The Outreach & Ownership Committee will be creating some visuals to help us present the report to city government and other stakeholders.

This report is a preliminary report and will provide us with some basic data on statistically what a grocery store should have in order to succeed. Our next feasibility study will be more in-depth and will have opportunities for member-owner input. For instance, we thought an 8,000 sq ft store would be suitable. Based on the preliminary report, 15,000 sq ft would be more in line with what we need to be successful and serve the community's needs. In terms of his location recommendations, Keith is looking at where shopping is occurring already. The City needs to have a plan about how to develop the east side and we can then see if our store would be suitable based on that information.



Al searched realty sites and found eight commercial industrial sites that are currently available. There is only one that is a possibility for the GroCo and that is located at 1120 Universal Blvd., 8,000 sq ft. It might be best to build our own building. The Coburn Company wants to sell all of their buildings together which totals 48,000 sq ft.

Annual Meeting Report

This report will be delivered at the next meeting.

Report on December 5th Directors Forum

Lacey, Greg, Jen, and Jo were able to attend the Co-op Directors Forum at Foremost Farms in Baraboo, WI on Dec. 5. The participants came from a variety of different kinds of co-ops. We were one of three food-co-ops. There were a lot of agribusiness co-ops represented...one that had over 48 board members. We talked alot about risk management. A more thorough report of the presentations and panel discussions will be placed on our Google Drive for future reference.

Mission and Vision Statement

We reviewed our mission and vision statement that was drafted at the Annual Meeting on Oct. 25, 2017. There was some concern expressed about providing local jobs being the first item listed in the mission statement and that this would place an inordinate amount of emphasis on this value, rather than us focusing on providing another option for residents to purchase their groceries. We discussed converting the phrase "local jobs" to something that entails generating additional business in the community, for being an economic stimulator. There was a question about "third space," which was defined as a sociological term, as a place for the community to knit together. Lacey moved that we change the mission statement as follows. Second by Al. Motion passed without dissent.

Whitewater Grocery Co.'s mission is to support farm to table eating, to be a model of environmental sustainability, to stimulate the local economy, and to create a "third space" for the Whitewater community. To accomplish this mission, we will build a grocery store that sells local and organic foods and is as affordable and accessible as possible.

Board Charter and List of Governance Policies

We reviewed the Board Charter and the list of governance policies which were modeled after our Steering Committee working agreement and templates provided by CDS Consulting. There is language now included in the charter that states an employee cannot be on the Board and if a Board member wants to be an employee, they'll need to resign. One revision was requested to remove any reference to "chair" of the board and replace it with "president. The annual review of the Board Charter and governance policies will be under the purview of the Business Administration Committee. Greg moved to approve the Board Charter. Second by Al. Motion passed without dissent. Al moved to approve all Governance Policies as drafted except for C8 - Governance



Investment. This policy cannot be approved until we determine the date for when our budget will be finalized. Second by Greg. Motion passed without dissent.

Board Calendar

Anne presented the calendar to the Board for their consideration and comment. It will be reviewed during every meeting and used as a planning aid.

Tech Tools Training

We decided to schedule a separate meeting for training on our technical tools. In the meantime, when scheduling meetings, we will add the meeting notice to our Google Calendar, but also send out a separate invitation email. Being technology advanced is one of our core tenants, but we want our tools to be helpful and not a hindrance. The Business Administration Committee will be reviewing all of our technology tools and their security sometime over the next year. Lacey will be distributing a Doodle Poll to determine when the tech tools training will take place. During the training we will review GQueues, NationBuilder, Google Drive and our ownership intake and processing procedures.

Board member requests for future agenda items

- A suggestion was made to request Chris Munz-Pritchard attend one of next board meetings to present the Whitewater city plan.
- Al asked that we partner more closely with the CDA and invite Dave Carlson, CDA Director, and CDA Chair Larry Kachel to attend our Board meetings. The CDA recently held a forum with community leaders on the state of the business climate in Whitewater and the topic of the grocery store was discussed. By keeping the CDA in the loop, we may be able to explore opportunities that they could offer to us, including having the city build a store on spec that would accelerate the process or they may be able to give us land to build.
- Anne suggested we include a topic at our next meeting about moving forward on the Pro Forma. Lacey asked that we review the Checklist from the [Start Up Guide](#) for Stages 2a and 2b, and determine if the proforma is the next step, page 54.
- If you have any other requests for agenda items, please notify Lacey as soon as possible.

Al moved to adjourn the meeting. Second by Jo. Motion passed without dissent and the meeting adjourned at 7:58 p.m.