



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

Mission & Vision: *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.*

Date: Monday, February 11

Meeting Time: 6:30 p.m.

Location: Whitewater Innovation Center, 1221 Innovation Drive, Whitewater WI

Description: Meeting of the Board of Directors of the Whitewater Grocery Co.

Invited: Board of Directors, all owners of the Whitewater Grocery Co.

Board Members Present: Lacey Reichwald, Greg Majkrzak, Brienne Diebolt-Brown, Anne Hartwick, Jennifer Crone, Joanna Baker, and Al Stanek. Owners Present: Michael Schwabe, Nathan Hesse.

The meeting was called to order by President Lacey Reichwald at 6:30 p.m. The mission and vision for the Whitewater Grocery Co. was read by Brienne. The intention for this meeting is to update Owners on the feasibility progress of Whitewater Grocery Co., to gain consensus on our Action Plans for 2019, and to update the Mission and Vision of the cooperative.

The agenda was reviewed and approved.

Although several owners were present, no owner spoke during the designated owner comment period.

CONSENT AGENDA

Greg moved to approve the consent agenda that included the following: minutes from the January Board Meeting and the committee reports from the Outreach and Ownership, Board Development (no report), Site Selection, and Finance & Legal. Second by Jo. Motion passed without dissent.

ACTION ITEMS

(February)

- **Anne** will update the Board calendar to reflect the new cadence of reviewing the progress review tools (timeline, needs assessment, feasibility progress dashboard). **Done**
- **Anne** will incorporate the new C10 – Policy and Charter Audit Process into our policy manual and our policy review calendar. **Done**
- **All Board members** will review the Board Development Topics and the Board Calendar and come ready to the Feb. meeting to volunteer to speak on a topic during at least one future Board meeting. **Done**
- **The Board Development Committee** will review their responsibilities and the Board Calendar in order to help populate the Admin Agenda Items (Board Candidate Informational Sessions, Internal Assessment Survey, etc.). **Done**
- **The Board Development Committee** will update the Travel Reimbursement Policy and present the new version to the Board for review and approval. **Done**



- **All Board members** will review the WWGroCo Business Plan Focus Area Needs Assessment document provide by AI and send him any feedback by Friday, January 18. **Done**
- **AI** will draft a timeline, and set up tasks for the Business Plan and present it to the Board at the February meeting. (Updated: **Lacey** will be heading the Business Plan, AI will continue to work on the Site Selection process.) Action plan has some of the information on it. **Done.**
- **Brienne** will do some research and draft a proposal on how we can work with the Whitewater Community Foundation on a Memorandum of Understanding for a charitable donation pass-through for the January meeting. Brienne has reached out to the Foundation. They are working on one for The Community Space, and ours would be very similar. Brienne said they wanted to wait until they have a couple of months experience with The Community Space. **Brienne will update the Board at the April meeting.**
- **Jen and the Outreach & Ownership Committee** will develop a policy for owners who have committed to paying the cost of the ownership shares in installments, but who's installment payments have fallen in arrears. Brienne will add to this topic to the Ownership & Outreach agenda and invite Jen to come speak to the agenda item by the end of January. **Pending. Brienne will provide the Board with an update at the Feb. meeting. Pending. Brienne will update the Board at the April meeting.**
- **Lacey** will request a formal proposal from Debbie at G2G, and reach out to several co-ops, and Courtney Berner from the University of Wisconsin Center for Cooperatives for feedback on our two recommended consultants for our formal market study. **Done. Retainer check and contract has been signed with G2G.**
- **All Board members** will submit their resumes to Brienne by Friday, Jan. 25. **Done.**

(Future Due Dates)

- **Brienne and Jen** will submit another round of expenses to FCI for reimbursement of the grant. Brienne will write the narrative and Jen will itemize the expenses and assemble the receipts for all costs after 9/22/17 and before 9/21/18 by Friday, Dec. 14. Brienne will submit by 12/20/18 and copy Jen. Pending. Brienne & Jen did not submit anything in December as the grant timeline was extended until June or July. Brienne & Jen will update the Board at the March meeting.
- **Jen** will make the transition into QuickBooks by the end of the first quarter and will work with one or two other individuals until the task is done. Pending. The **Finance & Legal Committee** will report on the progress of task at the March Board meeting.
- **Jen** will work on the sales tax return and tax return in January and will work towards completing this task by the statute deadline. Pending. en will update the Board at the March meeting. **Done.**
- **Jen** will work with the **Brienne** and the Ownership & Outreach Committee to develop an owner information audit policy and procedure. Brienne will review the Ownership & Outreach Charter to make sure that one of the responsibilities includes ensuring that the owner information is accurate and secure. Pending. Brienne will provide an update to the Board at the April meeting.

FINANCIAL REPORT

- The February Dashboard includes an expanded membership line chart to 1,000 owners, estimating 20 new owners per month. The chart corresponds with ownership benchmarks and



development stages bar chart along the left side of the dashboard to help with tracking and planning. The rolling average per month of 25 new owners is represented by a dotted line on the line chart. The dashboard now includes the % of unused member equity which as of Feb. 9 is 60%.

- The budget includes the cost of the \$5,000 down payment towards the total amount of \$7,500 for the market study and some marketing expenses. Budget percentages that are greater than 100% are sources: member equity, donations, and uses: credit card fees, marketing, market study, office space, and sales tax.

COMMITTEE UPDATES

- The Board Development Committee requests Board approve the travel reimbursement policy.
 - Greg reviewed the updated travel reimbursement policy. Many of the changes throughout the policy are related to travel being authorized by the Board. After some discussion, it was determined that request and approval of travel reimbursement should be recorded in the Board minutes rather than creating another form. Greg also the policy to state that expenses should be submitted to the treasurer 14 days upon completion of a trip and the mileage rate for reimbursement is \$.14/mile which is industry standard for non-profits.
 - The Board suggested some additional changes:
 - Under Permissible Prepaid Travel Expenses, remove “with approval from the Finance Committee” in the second paragraph.
 - Conference registration fees can be prepaid by the Treasurer with a Grocery Co. credit card or a check.
 - Under Reimbursements, in the Forms section, change the language to “These forms must be submitted to the Treasurer within two weeks after the trip is completed.”
 - In the Lodging section, the Board suggested we add “unless otherwise approved by the Board,” to the end of the following sentence: “The cost of overnight lodging (room rate and tax only) will be reimbursed to the traveler if the authorized travel is 50 miles or more from the traveler’s home or primary worksite
 - Brienne moved to approve the travel reimbursement policy with the suggested changes above. Second by Jen. Motion passed without dissent.
 - Anne will add to our Policy Manual by the March meeting.
- Outreach and Ownership update on policy for Owners in good standing/payments will be presented at the April Meeting.
- Finance and Legal Committee request Board approve revised Charter.
 - Jen & Anne reviewed the revised charter.
 - Changes were made at the Board request, including:
 - Amending the requirement to have at least two board members and at least two individuals who have “financial expertise” to “support expertise.”
 - Changing the wording of the proforma responsibility from “own” to “steward the development of.”
 - Lacey moved to approve the charter with the suggested changes above. Second by Greg. Motion passed without dissent. Charter is approved.



- Update on large grant proposal from Brienne (currently not assigned to a committee).
 - The USDA Rural Development is offering the Healthy Food Financing Initiative (HFFI) grant, the purpose of which is to bring grocery stores and other healthy food retailers to underserved urban and rural communities across America. Due to the Federal government shutdown, Brienne has been unable to get her questions answered in order to complete the application. Brienne is also waiting for some estimated costs for advertising and promotional campaign materials. The grant is due at 11:59 on Feb. 14 . Brienne will be working with Jen and Anne to finalize the application.
- Recommendation of project management tools from Greg and Al (not currently assigned to a committee)
 - Greg found two options for the Board to consider: Smartsheet and TeamGantt. Al was unimpressed with Smart Sheets. Greg said that Smartsheet is powerful enough that both Generac and MSI Consulting use it for their project management needs. There is a cost associated with Smartsheet. Greg will continue to research options and will submit his final recommendation to the Board at the March meeting. Greg will train everyone on how to use the tool once it has been built

BOARD BUSINESS

- **Action Plan Reviews from Board Retreat (Al, Lacey, Brienne)**
 - Lacey suggested that we review the three action plans on a rotating basis, one every month. Anne will add this activity to our Board calendar.
 - At our Board retreat we discussed priorities and narrowed it down to three: finishing our business plan, identifying a site, and growing ownership to 800.
 - **Site Selection Action Plan (Coordinator: Al)**
 - Our measure of success has yet to be defined for site selection. There were four action items identified in the plan, including: Improved coordination with city staff, Coordinate with MSI on data development, Maintain relationships with site owners, and Identify critical stakeholders and outcome influencers. Specific dates have not been not assigned to the tasks; rather continuing and frequent has been identified as the timeline. The fields for resources and expertise are blank as well as potential challenges.
 - The Board discussed that moving forward, at least 2 Board members should be present when meeting with contractors or potential partners. A record of these meetings should be submitted to the minutes through a Committee report. Alternatively, the Board should receive a verbal update on the meeting and the minutes should reflect the summary of the items discussed and any action items identified.
 - Lacey, Jen & Al will coordinate on updating the action plan on Site Selection. Lacey will initiate the email to Jen & Al to schedule time to do so.
 - **Membership Goal (Coordinator: Brienne)**
 - Our measure of success will be reaching 800 owners. There were four action items identified in the plan, including: Events and Field Trips; Follow up & Feedback for owners; Expand Scope of Reach; and Ambassador Training. Person responsible has been sketched into the plan as well as timeline, and



resources/expertise needed. Potential challenges identified include not enough manpower or funds.

- The Board asked to add Incentive Drives to the Action Plan as the activity seems to work well for growing ownership.
- **Business Plan** (Coordinator: Lacey)
 - Our measure of success will be the completion of a presentable document which effectively describes the business we are building. There were four action items identified in the plan, including: Calibrate our Mission and Vision, Market Analysis, Financial Analysis, and Creating a Working Timeline with the help of a Project Management Tool. Persons responsible have been sketched into the plan as well as timeline, and resources/expertise needed. Potential challenges have not been identified.
 - No updates were made to the draft of the Business Plan.
- **Market Study Update (Lacey)**
 - We've contracted with G2G Research to conduct a formal market study. Debbie Suassuna sent Lacey a list of questions which are listed in the "Background Questions for WGC Market Study" on our Google Drive. If anyone has anything to add, please do so by Thursday, Feb. 14. After some discussion, the Board decided not to share our preliminary market study with Debbie in order to get a fresh perspective not influenced by someone else's work. Lacey's plan will submit our answers to Debbie by Friday, Feb. 15.

BOARD LEARNING (Brienne)

- Brienne's presentation was based on a recent Peer call led by Jacqueline Hannah on Mission & Vision.
- Vision work in stage 2B must be based on a foundation of a clear, short mission statement that inspires and is easy to remember; and 2-4 core values expressed in short, clear sentences that illustrate how the co-op will deliver that mission through their business.
- Co-ops should work through the "2B Vision Work: are you ready?" flowchart and identify what, if any, work needs to be done on the Vision.
- Vision should be woven into and inform all of your work as you develop your food co-op.
- Read it, speak it, tag back to it – your mission/vision/core values should be read at the beginning of every meeting, whether it's a board meeting, a committee meeting, or an owner meeting. Keep it living and at the front of everyone's mind in decision making by using it constantly as a filter for your work/decisions.
- There are two key messages to owners that the mission/vision/values convey:
 - We are building this together, you are vital!
 - Your values are front and center at our co-op, your voice matters – show them how the core values/mission are being woven into every decision, every meeting, every partnership chosen.
 - Solicit their input on their future store in meaningful, effective ways.
 - Build your army – your owners need to level up, and they need you to help them do so.
 - Craft your message – to meet potential owners where they are at. They don't want to feel guilty, they want to find *easy* ways to make their community better. Make being a



co-op owner feel easy and like a big win for their values. Do not use the same messages you use for your core owners!

- Use the filter of your mission/vision/core values to identify where you should be.
 - Is it so aligned with our core values/mission that we need to be seen there and we can leverage our participation to talk to owners about how we're out manifesting their values?
 - Is it some place we are so expected that NOT being there would make people wonder if the co-op is doing okay? (If you've been tabling at the indoor market for the last four years and your core owners go to it, you probably need to keep being there, using it as an opportunity to update and excite existing owners more than to try to grow ownership)
- Brienne provided us with an example of the Oshkosh Food Co-op mission/vision/core values.
 - The mission of the Oshkosh Food Co-op is to provide a thriving, member-owned, full-service grocery store in the heart of the city.
 - The vision of the Oshkosh Food Co-op is to strengthen local economies, promote health, and build communities.
 - We value:
 1. Community: We are rooted in our community; owned by our community; and we reinvest in our community.
 2. Sustainability: We consider the impact of our decisions on today and tomorrow.
 3. Accountability: We are accountable to each other, our producers, and our cooperative community.
 4. Courage: We commit to creating, producing, and living boldly.

REVIEW AND UPDATE Mission & Vision Statements

Due to time, we decided to table the discussion on our mission and vision to discuss at the Up & Coming Food Co-op Conference, March 1-2 in Milwaukee. Jo will lead the effort to update the mission and vision with Lacey's help.

POLICY REVIEW

- Policies A; C1 - C7
 - Lacey did not have any recommended changes to these policies at this time.
 - Lacey would like us all to complete a new Code of Conduct form which she will prepare for our March meeting.
- Policy C4 - Board Meetings
 - Lacey also reminded us that per our Board Meeting policy, if we must make a decision outside of a regular meeting, that decision must be unanimous and affirmed in writing by all directors. We then need to include a record of that decision in the minutes of the next regular meeting.

Lacey will update the item on future agendas from Closed Session to Executive Session to comply with the Board Meeting policy..



UPCOMING EVENTS AND TASKS

- There were no significant changes to the Board Calendar.
- The Board and volunteers will work through Jen to make reservations to the Up & Coming Conference, Feb 28 - March 2.
 - This year, the conference is at the Hyatt Regency, rather than the Intercontinental. Every Board member is going as well as several leadership volunteers. Jen is creating a spreadsheet to help coordinate hotel rooms and rides.
- Future Agenda Items:
 - Action Items

March

- **Brienne and Jen** will update the Board at the **March** meeting regarding any expenses they've submitted for reimbursement to FCI.
- The **Finance & Legal Committee** will update the Board at the March meeting on the progress of making the transition to QuickBooks by the end of the first quarter.
- **Anne** will add the new Travel Reimbursement Policy to our Policy Manual.
- **Greg** will submit his final recommendation for our project management tool to the Board at the March meeting.
- **All Board members** should review and suggest changes to the document "Background Questions for WGC Market Study" on our Google Drive by Thursday, Feb. 14.
- **Lacey, Jen & AI** will coordinate on updating the Site Selection Action Plan. **Lacey** will initiate the email to Jen & AI to work on updating the document.
- **Jo** will lead the effort to review and update our mission and vision with Lacey's help. We will discuss during the Up & Coming Food Co-op Conference.
- **Lacey** will prepare the Code of Conduct Agreement form for all of the Board members to complete and sign at the March meeting. At that time, each Board member will need to verbally report to the whole board all actual and potential conflicts.

April

- **Brienne** will update the Board at the **April** meeting on how we can work with the Whitewater Community Foundation on a Memorandum of Understanding for a charitable donation pass-through for the April meeting.
- **Brienne** will update the Board at the **April** meeting on the Outreach & Ownership Committee's collaboration with Jen to will develop a policy for owners who have committed to paying the cost of the ownership shares in installments, but who's installment payments have fallen in arrears.
- **Jen & Brienne** will update the Board at the **April** meeting on their collaboration with the Ownership & Outreach Committee to develop an owner information audit policy and procedure. Brienne will review the Ownership & Outreach Charter to make sure that one of the responsibilities includes ensuring that the owner information is accurate and secure.

- Board Requests



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- Greg thought that the Outreach & Ownership Committee might want to do a yard sign blitz in the Spring and time it to happen before the community-wide garage sale to maximize our exposure.
- Education
 - Our Board Education segment for the March Board meeting is Up & Coming!

No closed session was required for this meeting.

President Lacey Reichwald adjourned the meeting at 8:06 p.m. The minutes were respectfully submitted by Secretary Anne Hartwick on March 5, 2019.