



**When:** March 12, 2019 6:30PM - 8:30PM  
**Where:** Whitewater Innovation Center Room 105, 1221 Innovation Drive, Whitewater WI  
**Invited:** All Owners of the Whitewater Grocery Co. and their elected board

**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.*

**Meeting Intention:** To take action and reach outcomes that moves the cooperative closer to opening a grocery store.

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

Topic	Board Action or Outcomes
<p><b>Preliminaries:</b> Call to Order Mission and Intention Guests Personal Check In Agenda Review</p>	<p>The meeting was called to order by President Lacey Reichwald at 6:33 p.m. The mission and vision for the Whitewater Grocery Co. was read by Lacey. The intention for this meeting is to update Owners on take action and reach outcomes that moves the cooperative closer to opening a grocery store.</p> <p>The Board members checked in with one another and stated their readiness to engage in the meeting.</p> <p>Brienne moved to approve the agenda. Second by Greg. Motion passed without dissent.</p> <p>One owner was present and did not speak during the designated owner comment period.</p>
<p><b>Consent Agenda:</b> Approve minutes from February Accept Committee Reports</p>	<p>Brienne moved to approve the consent agenda that included the following: minutes from the February Board Meeting and the committee reports from the Outreach and Ownership, Board Development, Site Selection (no report), and Finance &amp; Legal. Second by Greg. Motion passed without dissent.</p>
<p><b>Accountability:</b> Check on progress of Action Items</p>	<p><b>March</b></p> <ul style="list-style-type: none"> <li>■ <b>Brienne and Jen</b> will update the Board at the <b>March</b> meeting regarding any expenses they've submitted for reimbursement to FCI. <b>Brienne &amp; Jen reviewed all of the expenses that were applicable to the grant on Friday, March 8. Brienne is in the process of writing up the narrative with the intent of submitting a grant reimbursement</b></li> </ul>



	<p><b><i>request by March 31. The next update on this task will be included as part of the Finance &amp; Legal Committee report.</i></b></p> <ul style="list-style-type: none"> <li>■ The <b>Finance &amp; Legal Committee</b> will update the Board at the March meeting on the progress of making the transition to QuickBooks by the end of the first quarter. <b><i>The Committee is looking for bookkeeping support which will include assistance with migration into QuickBooks. The next update on this task will be included as part of the Finance &amp; Legal Committee report.</i></b></li> <li>■ <b>Anne</b> will add the new Travel Reimbursement Policy to our Policy Manual. <b><i>Done. The new policy is C-11.</i></b></li> <li>■ <b>Greg</b> will submit his final recommendation for our project management tool to the Board at the March meeting. <b><i>Done.</i></b></li> <li>■ <b>All Board members</b> should review and suggest changes to the document “Background Questions for WGC Market Study” on our Google Drive by Thursday, Feb. 14. <b><i>Done.</i></b></li> <li>■ <b>Lacey, Jen &amp; Al</b> will coordinate on updating the Site Selection Action Plan. <b>Lacey</b> will initiate the email to Jen &amp; Al to work on updating the document. <b><i>Task update was tabled to the April meeting.</i></b></li> <li>■ <b>Jo</b> will lead the effort to review and update our mission and vision with Lacey’s help. We will discuss during the Up &amp; Coming Food Co-op Conference. <b><i>Done.</i></b></li> <li>■ <b>Lacey</b> 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. <b><i>Done.</i></b></li> </ul> <p><b>April</b></p> <ul style="list-style-type: none"> <li>■ <b>Brienne</b> will update the Board at the <b>April</b> 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.</li> <li>■ <b>Brienne</b> will update the Board at the <b>April</b> meeting on the Outreach &amp; 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.</li> <li>■ <b>Jen &amp; Brienne</b> will update the Board at the <b>April</b> meeting on their collaboration with the Ownership &amp; Outreach Committee to develop an owner information audit policy and procedure. Brienne will review the Ownership &amp; Outreach Charter to make sure that one of the responsibilities includes ensuring that the owner information is accurate and secure.</li> </ul>
<p><b>Financial Report:</b> Update on Sources &amp;</p>	<p><b>Update on Sources &amp; Uses</b> Jen reviewed the February Dashboard and reported a cash balance as of Feb.</p>



<p>Uses Discuss placement in agenda</p>	<p>28, of \$47,472.76. Our expenses in February included an initial payment towards the market study and the expenses for Up &amp; Coming.</p> <p>In the Finance &amp; Legal Committee meeting we discussed how to budget for 2019. Jen developed a spreadsheet that recorded all of our expenses for the past two years Based on those expenses and our priorities, we'd like the Committees and individual Board members to submit their projected expenses for 2019 to Jen by April 1.</p> <p>The owners for the budget categories are as follows: Training - Lacey Software - Greg &amp; Jen Ownership Drive - Ownership &amp; Outreach Marketing - Ownership &amp; Outreach Annual Meeting - Ownership &amp; Outreach Board Development, Legal Support, Consulting - Finance &amp; Legal</p> <p>Our goal for 2019 is to acquire 300 new owners. Our revenue for 2019 is based on 300 x \$150 = \$45,000. Once all of the budget requests are received, we will see how much, if any, we'll need to dip into our existing owner equity sum. As of the end of 2018, we had 70% of our owner equity unused.</p> <p><b>Discuss placement in agenda</b> No vote was taken as to whether or not we should keep the dashboard and budget on the agenda or move to consent agenda.</p>
<p><b>Committee Updates:</b> Project Management</p>	<p><b>Project Management</b> The Board made a decision via email and during Up &amp; Coming to contract with Smartsheet as our project management tool for \$900 a year, with Greg serving as the administrator. All leadership volunteers and Board members will be able to contribute to the project management spreadsheet, and we have three licenses. Greg's goal by the next Board meeting is to have the development checklist in place. Anne also requested that the tasks for the 2019 Priority Action Plans be added so we can track our progress. Greg will be conducting a training session during the next Board meeting on the tool during the Board Education portion of the meeting.</p>
<p><b>Board Business:</b> Market Study Update Business Plan Update Vision Proposal</p>	<p><b>Market Study Update</b> We have received the formal market study from Debbie at G2G Research. Lacey will distribute a Doodle Poll with the intent of meeting before the April Board meeting to identify a date for us to review together and identify our follow-up questions for Debbie. All Board members were asked to read the market study in its entirety before the "Shared Understanding" meeting.</p> <p><b>Business Plan Update</b> There is no update on the business plan. Next steps are to adjust the proforma with data supplied by the new market study findings, then update the business plan based both the market study and the proforma.</p> <p><b>Vision Proposal</b> We briefly talked about our Mission &amp; Vision during the Up &amp; Coming Food Co-</p>



	<p>op Conference. We decided to table brainstorming our new mission, vision &amp; core values until after we have a shared understanding of the new market study. Jo is happy to take the lead with it mission, vision and core values. Brienne will add a brainstorming session with the Outreach &amp; Ownership Committee for March 20 and will present the outcome of their work at the April meeting.</p> <p>Lacey will make plans to come to an Outreach &amp; Ownership Committee to talk about the Owner-versary party.</p>
<p><b>Board Development:</b> New Meeting Format Up &amp; Coming Learning</p>	<p><b>New Meeting Format</b> Lacey distributed a hand out to help explain the new agenda format.</p> <p><b>Between Meetings</b></p> <ul style="list-style-type: none"> <li>● Minutes available by the following Friday (4 days post meeting)</li> <li>● Complete committee and individual work</li> <li>● Draft agenda finalized one week before the meeting</li> <li>● Submit committee reports one week before the meeting</li> <li>● Packet goes out 5 days before the meeting (Thursday)</li> </ul> <p><b>Meeting Flow and Protocol</b></p> <p><i>Gather</i></p> <ul style="list-style-type: none"> <li>● Arrive 30 minutes prior to the meeting to munch, sip and socialize with owners</li> </ul> <p><i>Preliminaries</i></p> <ul style="list-style-type: none"> <li>● Call to Order</li> <li>● Mission and Intention: read aloud for shared understanding, we will keep these in mind if the meetings goes off track</li> <li>● Guests: welcome guests and open the floor for comments, guidelines coming soon</li> <li>● Personal check-in: share and listen; statement of readiness, "I've read all of the materials and am ready to discuss and decide tonight on decisions that need to be made."</li> <li>● Agenda Review: approve agenda and recommend changes</li> </ul> <p><i>Consent Agenda</i></p> <ul style="list-style-type: none"> <li>● Minutes and Committee Report Approval</li> </ul> <p><i>Accountability</i></p> <ul style="list-style-type: none"> <li>● Action Items</li> </ul> <p><i>Financial Report (part of consent agenda?)</i></p> <p><i>Committee Requests</i></p> <ul style="list-style-type: none"> <li>● Only as requested and if Board approval is needed</li> </ul> <p><i>Board Business</i></p> <ul style="list-style-type: none"> <li>● Decision making/votes</li> <li>● Updates from Board work</li> </ul> <p><i>Board Development</i></p> <ul style="list-style-type: none"> <li>● Educational topic or speaker</li> </ul> <p><i>Administrative</i></p> <ul style="list-style-type: none"> <li>● Reviewing or approving documents as needed</li> </ul> <p><i>Self-assessment</i></p> <ul style="list-style-type: none"> <li>● Check-in on progress and capacity</li> </ul>



- Policy Review

*Look Ahead*

- Calendar and upcoming events or meetings

*Closing*

- Review decisions and tasks; agree on what we accomplished

*Adjourn*

After the Board reviewed the new format for the meetings, we discussed changing the day of the meetings to accommodate the timeline. Lacey moved that we change our recurring meeting schedule from the 2nd Monday of the month to the 4th Monday of the month starting in April Second by Greg. Motion approved without dissent. Our next Board meeting will be on April 22 @ 6:00 with the gather portion of the meeting.

Lacey & Anne will talk about how to include the action items into our monthly agenda. Greg recommended that the action items be separate from the agenda and that we link to another Action Item related document.

#### **Unpack Up & Coming and share takeaways that pertain to the Board**

The Board shared their learnings and takeaways from the sessions they attended at Up & Coming.

Lacey talked about our discussion with Don Moffitt of CDS Consulting and how it is critical that the Board talks about it, understands it and comes to an agreement about the assumptions. Don said he would be willing to look at the new proforma after we adjust it based on the new market study content.

Greg said that there are three things that are the biggest drivers to profitability - sales, margin and labor. And by adjusting a few numbers, it can easily change the outcome of the proforma.

Greg also shared that when we launch the capital campaign, it is very important that our Board is invested financially in the program. One of the sessions he attended talked about the importance of having Board investment and that It will drive people to invest in themselves. .

Brienne learned that some of the most successful co-ops have active volunteers that take their passions, create events and link it to the co-op. These active volunteers check in often enough that if they receive a hard question, they would be able to answer it themselves or they would feel comfortable asking a Board member to provide a response.

Brienne also said that we need to do more volunteer trainings to help transfer our knowledge about co-op structure. Brienne went to enough ownership activation workshops that they said that if volunteers hear it over and over again, they'll be able to talk about it themselves. She said that we need to build a deep bench of volunteers, so we aren't doing it all ourselves..

Another Board member attended the workshop on Riding the Governance Waves which focused on how to move from a working board to a governing



	<p>board. The workshop focused a lot on delegation. Eventually we will be a governing board, so we need to figure out how to say someone else needs to do that, we're not.</p> <p>Lacey attended a workshop on How to Hire Your GM. It is a process that we need to start soon. There are so many resources and there are more coming. Attending this session further solidified that she wants to go to the Consumer Cooperative Management Association (CCMA) conference this year in Durham, NC, June 6-8. This year's theme is Cooperative Tapestry: Fostering Democracy and Equity in Our Communities. All of the GMs attend the conference and it is a great place to network and learn what about what makes a good GM.</p> <p>Jo will be visiting Seward Community Co-op in Minneapolis in March and will try to connect with the GM. She'll present on her experience at the April meeting.</p> <p>Jen &amp; Anne attended many workshops on funding your co-op. They learned that our success will rely on our relationship with our lenders, and that we need to think of it as if you were courting someone to go to the prom. You don't go to your lenders when you are ready to get a loan. We need to establish relationships with them now and keep them in the loop moving forward.</p>
<p><b>Administrative:</b> Lease Review</p>	<p>We reviewed the terms of the new lease for the office space. Based on consumer price index, the cost of the lease has increased \$10. Jen will forward the lease to Patrick to review. Lacey plans on being around through the end of the month, so she can sign the lease on March 31. Greg will compare last year's lease to this year's lease.</p>
<p><b>Self-Assessment:</b> Policy Review Code of Conduct Announcement of Director Vacancy</p>	<p><b>Policy Review</b></p> <ul style="list-style-type: none"> <li>• Brienne added one line to the Outreach and Ownership Committee Charter, "Maintain integrity of the information of ownership accounts."</li> <li>• Anne moved to approve charter. Second by Jo. Motion passed without dissent.</li> </ul> <p><b>Code of Conduct</b></p> <ul style="list-style-type: none"> <li>• We reviewed the code of conduct.</li> <li>• Anne will create a docusign PDF and distribute to the Board members for their review and signature. Lacey asked that all Board members submit their potential conflicts of interest within that document. Greg said that he would be disclosing that he is on the Board of Zoning Appeals. Brienne said that she is running for City Council and will be disclosing that as a potential conflict of interest.</li> </ul> <p><b>Announcement of Director Vacancy</b> Director Al Stanek notified the Board several weeks ago that he may need to resign from the Board due to the potential of his increased role on the Community Development Authority Committee.</p> <p>Al suggested that we take this opportunity to exercise the option to increase the Board at this time. Discussion ensued about the Board adding two additional seats now.</p> <p>The Board Development Committee was tasked with working on a plan to</p>



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	<p>increase the Board by two. They will present their plan at the April meeting and at that meeting, the Board will vote on whether or not to increase the number of Board members from 7 to 9.</p> <p>The Board Development Committee was tasked with helping to fulfill the Board vacancy by identifying candidates and sending out invitation letters. The Committee will let the Board members know if they need help following up with those we've invited to fill the position.</p>
<p><b>Looking Ahead:</b>        Review Board Calendar &amp; next meeting(s)</p>	<p>The Board reviewed the Board Calendar, recommended changes, and reviewed the draft agenda for next month. Anne update all of the dates of the Board meetings on the calendar, and add dates and times for the Peer Calls.</p>
<p><b>Closing:</b>        Review decisions &amp; tasks        Adjourn</p>	<p>The Board discussed and agreed on what we accomplished. We will be making board succession decisions between now and the next meeting, coming to a shared understanding of the market study and identify questions for our consultant, reviewing the Feasibility Dashboard as a Board and making our updates as a comment or in italics. Brienne also needs Lacey &amp; Jo to attend one meeting of the Ownership &amp; Outreach Committee. Additional action items are identified in the Board Action Items 2019.</p>
<p>Goodbye and Good Job!</p>	<p>President Reichwald officially adjourned the meeting at 8:18 p.m.</p>



**DRAFT OF NEXT MONTH'S AGENDA**

Time	Topic	Board Action or Outcomes	Leader(s)
6:00	Gather, Socialize, Settle In	Enjoy and settle in by 6:30	
6:30	<b>Preliminaries:</b> Call to Order Mission and Intention Guests Personal Check In Agenda Review	Officially start the meeting Shared understanding of our co-op's mission and tonight's purpose Welcome, set expectations for meeting participation, allow for comments Share and listen; make our readiness known Approve the agenda; decide on any changes	Lacey
6:40	<b>Consent Agenda:</b> Approve minutes from March Accept Committee Reports	Accept and enter into record our previous meeting's minutes Acknowledge and accept reports from our hard working committees	Lacey
6:42	<b>Accountability:</b> Check on progress of Action Items	Verify delegation and deadlines of new and outstanding action items	Anne
6:50	<b>Financial Report:</b>		
7:00	<b>Committee Updates:</b>		
7:05	<b>Board Business:</b> Business Plan Update Market Study	Review and approve final version of current business plan for distribution	Lacey
7:20	<b>Board Development:</b> Smartsheet Training		Greg
7:45	<b>Administrative:</b> Quarterly Review	Review and approve changes to Needs Assessment, Timeline, and Feasibility Dashboard	Anne
7:55	<b>Self-Assessment:</b> Policy Review	Bylaws	Lacey
8:10	<b>Looking Ahead:</b> Review Board Calendar & next meeting(s)	Comment on Board Calendar, recommend changes, review draft agenda for next month; Board is prepared for between meeting work	Anne
8:20	<b>Closing:</b> Review decisions & tasks	Discuss and agree on what we accomplished	Lacey





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	Adjourn	Officially end meeting	Lacey
8:30	Goodbye and Good Job!		