



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

When: April 30, 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.

Time	Topic	Board Action or Outcomes	Leader
6:00	Gather, Socialize, Settle In	Enjoy and settle in by 6:30	
6:30	Preliminaries: Call to Order Mission and Intention Guests Personal Check In Agenda Review	<p>The meeting was called to order by President Lacey Reichwald at 6:30 p.m.</p> <p>Board Members Present: Lacey Reichwald, Greg Majkrzak, Brienne Diebolt-Brown, Anne Hartwick, Jennifer Crone, and Joanna Baker.</p> <p>Owners Present: Praveen Parboteeah, Michael Schwabe, Don Huntington, Nathan Hesse.</p> <p>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. Our guests were welcomed, and declined to speak during the designated owner comment period.</p>	Lacey
6:40	Consent Agenda: Approve minutes from February	Brienne moved to remove the Outreach & Ownership Committee report from consent agenda. Second by Greg. Motion passed without dissent.	Lacey



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	<p>Accept Committee Reports Accept Treasurer's Report</p>	<p>Greg moved to approve the consent agenda that included the following: minutes from the March Board Meeting, the committee reports from Board Development, Site Selection (no report), and Finance & Legal, and the March's Treasurer's report that includes the March's Dashboard & Financial Statements. Second by Brienne. Motion passed without dissent.</p>	
<p>6:42</p>	<p>Accountability: Check on progress of Action Items Action Plans</p>	<p>The Board and commented on the outstanding action items.</p> <p>The Board checked in on the progress of the three priority Action Plans for 2019. It was determined that in future Board meetings, unless there is a request from the Action Plan Owner that needs feedback or a decision from the Board, the progress on the action plans will be recorded in the Committee reports.</p> <p>800 Owners As reported by Brienne Diebolt-Brown, Outreach & Ownership Committee, Krista Mikulski is our new owner outreach volunteer. She is making calls to new and existing owners, checking in with them, answering any questions, and providing them with the latest up dates on our progress.</p> <p>Newsletters are now being distributed monthly. The Committee will be talking about how to engage business owners in our activities and mission.</p> <p>Brienne just recently learned from Kristen Burton that the Innovation Center has money to pay interns 25 hours a week during the school year, and 40 hours a week during the summer. One of the students who is part of the Marketing Class, Maria Bovee, will be serving as our intern for 40 hours a week, starting on May 20. Jen will be working with her on QuickBooks, Brienne will be working with her on outreach and marketing activities. Brienne asked all Board members to submit their wish list to her regarding tasks, projects or activities that they would like Maria to do. Brienne is cobbling together three different position descriptions for Maria's internship job descriptions and will be sending it out to the Board for their review and approval prior to May 20. Greg suggested that Maria record her training/onboarding experience to help us with orienting our future interns and employees. Anne & Jen will add to the Finance & Legal Committee the insurance implications of our intern. Although we are not paying her, we may be liable and it would be good for the</p>	<p>Anne Lacey</p>



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		<p>Finance & Legal Committee to review our risks and make sure we are covered.</p> <p>Business Plan As reported by Lacey, the activity of calibrating the mission & visions is on hold under we have a shared understanding of the new market study from G2G. We are currently pressure testing the Market Analysis by comparing and contrasting the two market studies. We are working with Firebrand to help up stand up our project management system. Greg is taking the lead on this activity.</p> <p>Site Selection As reported by Lacey, this plan needs some work and more details added in the future. Some ongoing activities have taken place, including Anne & Lacey meeting with Cameron, and Lacey meeting with Dave Carlson. Other action items are pending. Lacey will work on fleshing out the Site Selection plan for the May meeting.</p>	
6:52	<p>Financial: Review and Approve Budget</p>	<p>The Board reviewed the 2019 budget. Jen thanked everyone for providing her with their estimates on costs necessary for their committee and individual Board work to move the cooperative closer to opening a grocery store. Jen directed everyone's attention to the 2019 Budget column. The second column labeled 2019 Budget + Grant is our budget should we receive the up to \$250,000 grant.</p> <p>Jen confirmed with the Board that the goal for 2019 is 300 new owners. Anne suggested that Jen separate donations for recording purposes if they are restriction. For example, the \$1,250 from the UWW Student Government which was donated with the understanding that it would subsidize student ownerships. Jen added line items regarding legal support for revising our Bylaws and Articles of Incorporation.</p> <p>Jen pulled many of the marketing line items for the 2019 Budget from the grant proposal. Brienne said the costs of lawn signs, brochures, postage, t-shirts, other printed materials is included in the \$3,350 amount which is line itemed as Other.</p> <p>We all agreed that we needed to add \$1,000 for events and \$1,000 for packets under Member Drive.</p> <p>The current document that we are working on will live as a historical document.</p>	Jen



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		<p>Moving forward, we will only be looking at the 2019 budget.</p> <p>Training includes both costs already incurred and future training/governance needs. We are proposing to spend a lot more than we have in previous years. It was requested that we add \$1,500 for additional training/conference costs.</p> <p>The budget is ambitious as we are trying to do big things this year. The Board discussed how important it is talk about how the budget is statement about our priorities.</p> <p>The Board also discussed how we must balance the “fun” posts on Facebook with the “hard work” posts.</p> <p>The final budget as adjusted with all of the amendments made as indicated above for expenses (uses) is \$65,090. The percent of unused member-owner equity remaining is 37% if we get 300 new owners this year, and if we spend everything that we budgeted for in 2019. Unused member equity decreases to 29% if we only get 200 new owners, and 17% if we only increase our owners by 100 in 2019.</p> <p>Greg moved to approve the 2019 budget not to exceed \$65,090 . Second by Jo . Motion passes without dissent.</p>	
7:27	Break	The Board took a 5 minute break.	
7:27	Committee Updates:	No additional updates or requests from the Committees were presented at this time. Brienne presented her revisions to the Outreach & Ownership Committee report during her update on the 800 owners action plan.	
7:37	Board Business: Vision	On hold until Market Study conclusion.	Lacey
7:37	Board Development: Education and Training Board Vacancy	<p>Greg’s initial intention was to show the Board what our SmartSheet would look like for our development timeline. However, he was not able to do so during this meeting. Greg is still working with Firebrand to develop our project management tasks.</p> <p>Greg did share with us an example of a Smartsheet. He also talked about his vision</p>	Greg Lacey



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		<p>for how we would use Smartsheet. He wants us to be able to at a glance how close we are getting to 2B. The most beneficial outcome of using a tool like this is identifying a critical path and how we are proceeding against it. It will also help us identify where we are spending our time.</p> <p>Greg is going to continue to work with Firebrand on this project. Greg would like to have time at the May meeting to update the Board and provide an overview of how to use Smartsheet for their individual board work and their committee work.</p> <p>Per Article IV, 4.3 Vacancies. Any vacancy among Directors elected by the Member-Owners may be filled by appointment by the majority of the Board then in office. A Director so appointed shall complete the pertinent term.</p> <p>On March 5, Al let us know that he was likely going to be elected as the president of the CDA. Due to the conflict of interest, he resigned from the Board. We had a list of 10 candidates all of which sent an invitation letter to serve on the Board. A Board member then followed with each one of the candidates to inquiry about their interest.</p> <p>Lacey nominated Praveen Parboteeah to fill the vacancy left by Al Stanek. Second by Jo. During Lacey's meeting with Praveen, his only concern is that he does travel to Korea for a significant period of time during the summer. He did offer to Skype into our Board meetings for June & July. Lacey closed the nominations and moved to to appoint Praveen to the vacancy with the understanding the his term ends in October 2020. Second by Jo. Motion passed without dissent.</p>	
8:05	Self-Assessment: Policy Review	The review of the Bylaws was tabled until the May meeting when the Board expects to hear recommendations on changes to the Bylaws from the Finance & Legal Committee.	Lacey
8:07	Looking Ahead: Review Board Calendar & next meeting(s)	The Board reviewed the Board Calendar. Items that were missing from the Calendar include the QuickStart onboarding course which Lacey is currently attending. The calls are being recorded and materials have been provided by FCI which Lacey uploaded to our Google Drive. QuickStart is a new long-distance training offering from Food Co-op Initiative, a six-week course that will include six one-hour group peer calls and up to one hour of independent reading and/or home work each week.	Anne



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		<p>The Spring session will be held Tuesdays at 6 p.m. for six weeks: April 2nd, April 9th, April 16th, April 23rd, April 30th, May 7th.</p> <p>Jo will be following up on the April - June 2019 course offered by FCI called, DeepDive: Business Development. We are supposed to be signed up for the course, but never received an email confirmation. This training course will focus intensively on the development of the startup food co-op as a business. Areas of study will include: Securing accurate market studies and using their results; the ins and outs of Pro Forma financials and what key indicators to watch; running a site search and the pitfalls of leases and real estate to be avoided at all costs; and an in-depth look at what your funding package needs will be and how startup food co-ops find and secure the funding needed. This course is ideal for startups in late stage 1 through stage 2A development. This course started on Thursday, April 18th and meets online every other Thursday, from 6pm to 7:30pm central time. Class dates are: 4/18; 5/2; 5/16; 5/30; 6/13; 6/27</p> <p>Anne will add all of the dates to the Board calendar. Jen requested a formatting change to the calendar with the months down the left-side and category tracks at the top. Anne will work on making this change and have it done prior to the May meeting.</p> <p>Brienne will assign someone from her Committee to populate the Board Calendar.</p>	
8:12	<p>Executive Session: Closed session to discuss financial or personnel matters.</p>	<p>Lacey moved to adjourn into executive session with a roll call vote to discuss financial or personnel matters. All Board members voted yea to move into closed sessions.</p> <p>The Board exited closed session at 8:55 p.m.</p> <p>The Board discussed in open session some key takeaways from the discussion about our current market study in closed session.</p> <ul style="list-style-type: none"> ● We are redefining what it means to be a full-service grocery store. ● Our owners deserve to hear how complicated this process is. We are trying to reconcile the two market studies. ● We will ask our consultant, Debbie at G2G to distill the market study into a 	



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		<p>one-pager that we can review, modify, then share with owners and other stakeholders.</p> <ul style="list-style-type: none"> ● It is really important for people to know that since we received our preliminary market study, we've been struggling to prove financial feasibility and have been unable to do so. It was not a sustainable model. ● The market study confirms that we must differentiate ourselves from Walmart - store design, offerings, services, etc., in order to be a successful business. ● We will host a series of public listening sessions once we have tested the market study against the pro forma. ● We need to reconnect with our first consultant regarding the results of the second market study. ● The Finance & Legal Committee was tasked to reach out to Don Moffitt regarding customizing the pro forma to match the current market study assumptions. ● Lacey is to contact Debbie and ask her to modify some of the language, i.e., planning group to Board, Whitewater Grocery Co-op to Whitewater Grocery Co., weaker-than-average demographic composition, etc. 	
8:32	<p>Closing: Review decisions & tasks Adjourn</p>	<p>In closing, we agreed that we accomplished a lot in this meeting, including passing our 2019 budget, filling a board vacancy, and discussing our market study!</p> <p>Action items are identified in the Board Action Items 2019.</p>	<p>Lacey Lacey</p>
8:40	<p>Goodbye and Good Job!</p>	<p>President Reichwald officially adjourned the meeting at 8:56 p.m. The minutes were respectfully submitted to the Board on Sunday, May 5 by the Board Secretary, Anne Hartwick.</p>	