



When: May 25, 2020 5:30PM - 7:30PM

Where: Zoom Meeting

Invited: All Owners of the Whitewater Grocery Co. and their elected board

Mission & Vision: We are your (future) friendly neighborhood grocer supporting fresh and local products.

We value:

- community ownership
- quality customer service
- welcoming everyone
- a lively learning and gathering space
- sustainable practices: people, planet, profit

Meeting Intention: to catch the board up on the activities of the executive committee since our last meeting, to review a proposed accelerated timeline for development, and identify next-steps to move our project forward.

Preliminaries: The meeting was called to order by President Lacey Reichwald at 5:32 p.m.

Board Members Present: Lacey Reichwald, Greg Majkrzak, Jennifer Crone, Anne Hartwick, Brienne Diebolt-Brown, Praveen Parboteeah, Joanna Baker, Katy Wimer, and Elvia Meza-Klosinski.

Brienne Diebolt-Brown joined the meeting at 5:43 p.m. Owner Vicki Hagstotz joined the meeting at 6:30 p.m.

The mission and values for the Whitewater Grocery Co. was read by Jo Baker. The intent for this meeting is to catch the board up on the activities of the executive committee since our last meeting, to review a proposed accelerated timeline for development, and identify next-steps to move our project forward.

Lacey welcomed everyone saying the best way to celebrate our freedom is to be together organizing our community to build a locally-owned cooperative grocery store. *We paused for a moment of gratitude and acknowledgement for those who have made the ultimate sacrifice for our country's protection and freedom. May this Memorial Day bring comfort and good memories to anyone who is remembering a fallen hero.*

Lacey moved to approve the agenda. Second by Katy. AYES: Lacey, Greg, Jennifer, Anne, Praveen, Jo, Katy, and Elvia. NOES: None. Abstain: None.

Consent Agenda: Approve consent agenda

Greg moved to accept and enter into record our previous meeting's minutes and Board Action Items 2020,

acknowledge and accept the Committee Reports (Outreach & Ownership, Finance & Legal, Site Selection, Board Development), and acknowledge and accept most recent Dashboard & Budget (Treasurer's Report). Second by Jen. AYES: Lacey, Greg, Jennifer, Anne, Praveen, Jo, Katy, and Elvia. NOES: None. ABSENT: None.

Committee or Directors Reports: Presidents Report: Space options with the Community



Engagement Center & Follow-Up on What Unique Role We Fill in the Community

Lacey reviewed her President's Report with the Board. Lacey expressed her gratitude to the Board for their continued work on bringing this project to fruition, especially during these turbulent times.

Update on Our Role In The Community During This Time:

We explored some options at our last meeting and Lacey wanted to provide us with an update.

After our last board meeting, Lacey started some research to see if we could pursue some projects that would expand our role within the community during the time of COVID-19. The ideas that arose during the meeting and immediately after were:

1. Establishing an online payment portal to support contactless payments and/or curbside pickup options for our local farmers and producers via the Whitewater City Market and/or the Whitewater Farmer's Market
2. Bulk-bin grocery pop-up in the Community Engagement Center
3. Partnering with Tyler Salisbery to promote and sell local foods, perhaps even setting up a weekly subscription box of local goods (following the model set up by Paddy's in Fort Atkinson)

Regarding Idea 1: On May 8, Lacey spoke with Kristine and Lisa from Whitewater City Market about the idea of an online portal for the WCM for contact-free shopping.

- The WCM sent out a survey and of their 100+ vendors, 19 responded. 15 were in favor of this idea and 4 were not or wanted to proceed with caution. There was some interesting feedback provided too. I can forward that separately.
- Kristine and Lisa brought their own experiences to the table and this is what we discussed/concluded:
 - If there is not widespread vendor support, it will not be worth our efforts. We could also reach out to non-Market vendors but we run into logistical issues of not having all the goods in one place on one day. We also don't have the added layer of vetting that the market provides.
 - Some vendors may be difficult to coordinate with for a number of technology and personality reasons.
 - Other challenges include harvest time and turnaround time. Some weeks, vendors will not know what they have until market day.
- We would have to figure out communication, substitutions, product photos
- There is a feeling that this venture might be more impactful if we also offered bulk goods (flours, oats, beans, etc). Apparently Grace has mentioned this at advisory meetings that Lisa is also a part of it.
- There is also a feeling that vendors and consumers might be slow to adopt this method of buying but that they might need to if we see a second wave of the virus and further lock down measures later in the growing season.
- Additional or perhaps alternative ways we can support local food and the WCM:
 - Lisa and Kristine loved the idea of us offering hand sanitizer and/or masks at the market (for free or for sale) They also need a new partner for their food donation efforts.



- This would require a weekly commitment from us, at the end of the Market. I can provide more details if we want to pursue this. It's a very visible and direct way for us to support access to local food.
- This conversation made me realize even more that we need to reach out to our potential vendors (and maybe even ones we have not identified yet) and find out how they are doing and what we can do to support them. Maybe this would be better as a phone call or a letter versus an electronic survey.

Regarding Idea 2: On May 19, Anne and Lacey visited the Community Engagement Center and met with Grace Crickett about the potential of moving our offices into their space. Grace also wanted to talk about a bulk-bin pop-up idea in an unused space of the CEC.

Lacey had previously spoken to Jacqueline Hannah at FCI about this idea to get some feedback. The reaction is that the idea is not without merit but would require a great deal of research, resources, support from our Owners, and at least one employee to pull off. We would have to increase our capacity if we wanted to pursue this idea as well as our original plan of building a grocery co-op. Or, we would have to pause the grocery co-op to pursue this idea. We've heard at Up & Coming on numerous occasions, not to get distracted. Jacqueline still stands by this advice, even during the time of this public health crisis.

Regarding Idea 1: Lacey spoke to Tyler at the end of April and they went down a (very exciting) rabbit hole about local food and all the ways we could support farmers in our region. He is very worried about his supply chain for multiple reasons. Their conversation reminded her that he is an amazing resource for his established relationships and knowledge of local producers.

He had not been planning on selling any of the lettuce and milk he has been buying. He was just giving it away to people in need. Lacey asked if he would be willing to sell it and he is. So here is what he said he would be providing us, that we can then turn around and promote:

- Resources for folks who need access to free food
- Ways to support what he's doing (donations, buying food for others, etc)
- Items available for sale to the public and how to safely buy it

Lacey has not heard an update from him this month and emailed him on 5/23 to follow up.

Jo offered to talk Erin and Paddy's to see how her efforts are set-up. Erin indicated that she ended her grocery box program on March 12 because of changes to food pricing and availability.

Another new idea that emerged during her research is to reach out to Fairhaven, Blackhawk, and other senior and disabled living communities in Whitewater to see if there is a need for shopping assistance. Perhaps we can partner GroCo owners with community members in need as shopping buddies.

It is Lacey's recommendation to the Board that we (mostly*) discontinue the pursuit of these ideas for the time being and for the following reasons:



- There is not a strong desire or need for contactless payment for our local producers
- There does not seem to be a strong need for consumer to producer relationship building that we are not already meeting through our promotional channels
- The conversation has shifted with the re-opening of the state's restaurants and marketplaces
- The resources and capacity needed to pursue any of these will severely reduce our capacity for building our grocery co-op on our current or proposed timeline
- **Lacey does recommend that we find the capacity to further research the bulk-bin pop-up idea.** This can be a way for us to build momentum; build relationships with vendors, customers, the University, and the City; and begin operations that can be expanded in the future (a scaled approach). Lacey only thinks we should pursue this if we are able to build the capacity for it. Lacey wants us to proceed with caution as it will take a lot of work. Grace did mention that she might be able to support this effort by devoting University resources - market research, feasibility study, etc.

Update on Space Available at Community Engagement Center:

The details and floor plans related to this meeting are in our Google Drive.. Anne and Lacey met with Grace and Maureen on May 19 at the Community Engagement Center. We were able to tour the facility and learn a lot about what is happening in that space and what is available.

All of the 35,000 sq. ft. is completely built out. When it is open, it will be open 9-5, Monday through Friday, to the public.

The Community Engagement Center is definitely built out to be a community resource and has a lot of public space that is open to anyone (when it is open). Public space reminds Lacey of a lobby in a modern library. Vending machines, counter top with plugs for computer work, first come first serve basis - no reservable areas.

There are three levels of entry that are available to us:

1. For no rental fee (but with some revenue sharing) we can have access to the "cage area" to set up an office, storage, and a pop-up bulk bin store. We would also be able to move in immediately because we would be providing an essential service. We would also have access to renting additional meeting space for an additional fee.
2. For a range of \$300 to \$600 per month, we could move into one of the three empty offices on the east end of the building.
3. For a minimal fee ("maybe \$50 per month") we could store our stuff in the cage area and have access to the rentable meeting spaces at an additional fee. This is listed as \$112 per month in the MOU so we will need to get confirmation.

At any level (or no level at all) we have access to the public meeting spaces. However, unless we are renting space we will not have after-hours access.

Grace talked about modifying the space and use the paneling that the cages are made out of to hang the bulk bins. We could package items and have curbside pickup available only. If we were to do that, we could move in immediately with revenue sharing.



While there is free WiFi, there is no kind of phone set-up, so we would need to look into another service for a phone connection.

The Board discussed the bulk-bin option and highlights of that discussion are included below:

- Jen wondered if sales of this type of product is going to benefit our progress in this Stage.
- Brienne feels like we should go through a discovery process. Maybe this is the webbing that it will bring a bunch of disparate ideas together. If COVID-19 continues to impact our activities, this may be a way to immediately serve the community needs and develop relationships with a supply chain that will have long-term effects.
- Lacey talked about where the benefit may lie would be in strengthening our connection with the University. It could help us set up relationships with local vendors and start to help us build a customer base. Lacey is very wary of the potential of this project potentially getting in the way of what we are actually trying to do, which is build a grocery store. Lacey doesn't feel like we have enough information to abandon it yet.
- Greg did talk to his sister - there are a lot of pros if it is a self-service bulk.
- Lacey said that Grace mentioned that Wes' grocery store has cordoned off the bulk bin area.
- Jen learned in one of the COVIDeo series calls, the self-service bulk areas continue to be closed. Hot and cold bars are closed. Health code is going to be a big part of researching the feasibility of this project.

The Board discussed and came to a consensus. *Anne & Lacey will follow up with Grace to see if we can enter into an agreement about option one while we do the needed research to determine if we can pursue a bulk bin pop-up.* Grace is very motivated to partner with us.

Lacey could work up a feasibility statement on the bulk-bin option within the next couple of days. We will also need to include the bulk-bin option into an owner survey. Lacey feels like we would need to hear from our owners to see if it is something that they might want to support.

No major dissent was reported by the Board to pursue this option, so no motion was offered or voted on.







Board Business Review Groco Bounce Back Plan & GroCo Development: A story of three timelines

Review Groco Bounce Back Plan: Praveen reported on our status of the gating criteria from the Badger Bounce Back. While we are moving in a downward trajectory in the metrics, we are still at the #saferathome stage. DHS continues to track the gating criteria, although the #saferathome order was overturned by the Wisconsin State Supreme Court.

Gating criteria

Indicator	Metric	Status



Symptoms	Downward trajectory of influenza-like illnesses (ILI) reported within a 14-day period.	
Symptoms	Downward trajectory of COVID-like syndromic cases reported within a 14-day period.	
Cases	Downward trajectory of positive tests as a percent of total tests within a 14-day period.	
Hospitals	95% of hospitals affirm that they can treat all patients without crisis standards of care.	
Hospitals	95% of all hospitals affirm that they have arranged for testing for all symptomatic clinical staff treating patients at the hospital per CDC guidelines.	
Health care	Downward trend of COVID-19 cases among health care workers calculated weekly.	

Katy suggested that we add the Annual Meeting to the GroCo Bounce Back Plan.

Kathy said that a lot of September and October events are canceling. Katy will add the Annual Meeting to the O&O agenda. Lacey said she would attend the meeting where the annual meeting is discussed.

Greg asked that when we update the Plan to include the annual meeting, can we figure out a plan to share with the Owners with a little announcement? Katy will add this item to the O&O Committee meeting.



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

Gating Criteria - Downward trajectory of influenza-like illnesses (ILI) reported within a 14-day period AND downward trajectory of COVID-19-like syndromic cases reported within a 14-day period

CORE STATE RESPONSIBILITIES: TEST, TRACE, & TRACK:

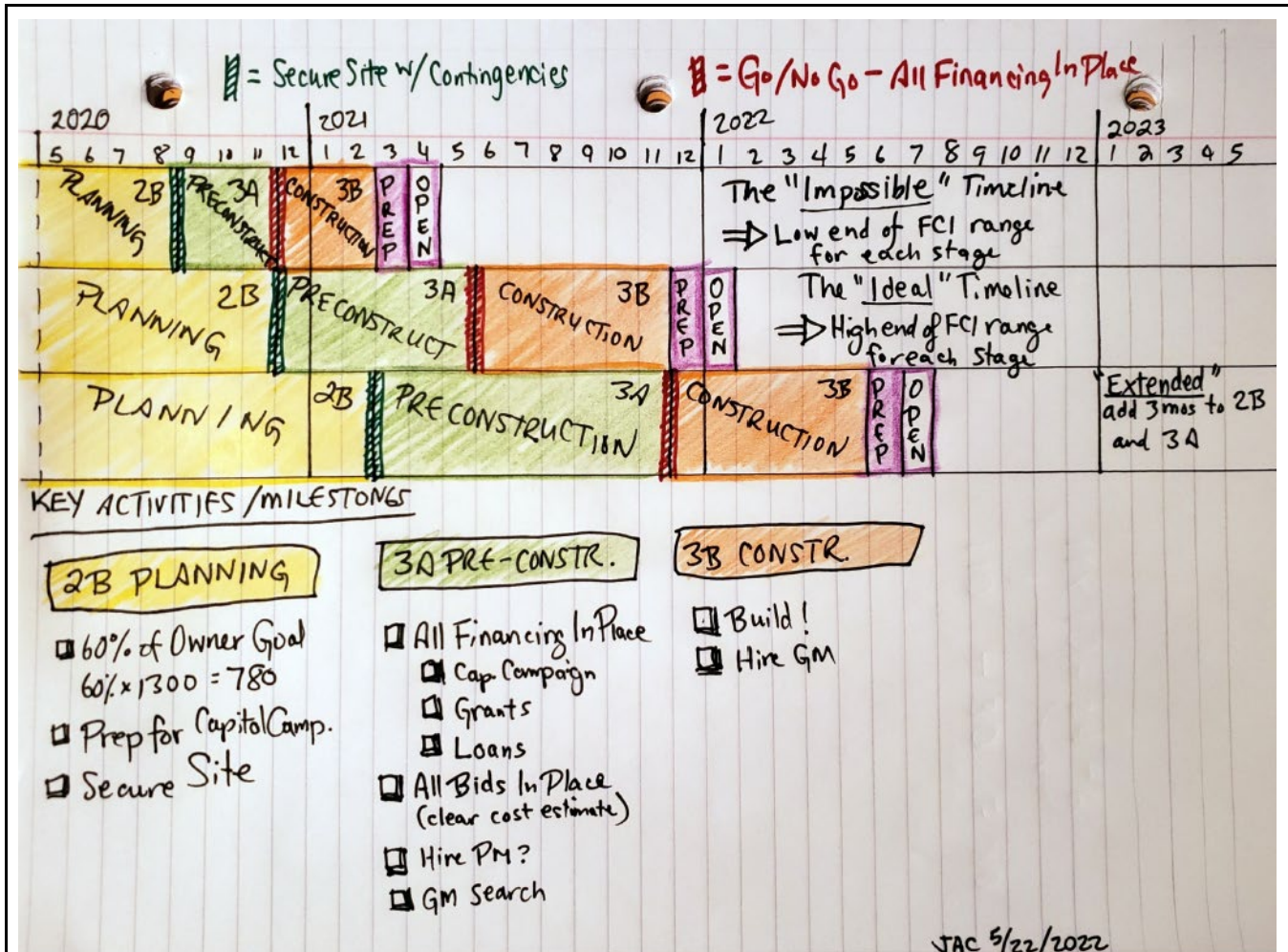
	Safer At Home	PHASE ONE When all Gating Criteria and Core Responsibilities are met	PHASE TWO Based on re-evaluation of Criteria and Core Responsibilities	PHASE THREE Based on re-evaluation of Criteria and Core Responsibilities
Pertinent Issues to Whitewater Groco				
Physical distancing to 6 feet	Yes	Yes	Yes	No
Allow gatherings including religious (above 10, 50 people)	No, but allow religious gatherings	Yes – 10 maximum	Yes – 50 maximum	Yes – no maximum
Open restaurants	No, but allow take-out, delivery, and curbside food take-out.	Yes with best practices	Yes	Yes
Open essential businesses	Yes	Yes, with retail restrictions removed	Yes	Yes I
Open non-essential businesses	Minimum Basic Operations only	Partial reopening	Yes with best practices	Yes
Usual/Potential Whitewater Groco Activities				
Social media/advertising	Yes	Yes	Yes	Yes
Monthly board meeting	Yes – virtual	Yes – in person (max of 10)	Yes	Yes
Presence at Whitewater market	No	Partial and limited*	Yes with best practices	Yes with best practice
Ownerversary Celebration	Yes – virtual	Yes – virtual	Yes – in person (not to exceed 50)	Yes
Movie screening	No	No	Yes – not to exceed 50	Yes
Volunteer training/screening	No	Yes – max of 10	Yes – max of 50	Yes
Open house at Whitewater Community Engagement Center	No	No	Yes – max of 50	Yes

GroCo Development: A story of three timelines

After our last Board meeting, we asked Vicki to adjust the timeline by extending it. Both Jen & Lacey did not feel comfortable with it, so Jen drew three different timelines. The first two timelines are based on the FCI range for Stages 2a, 2b, and 3a (3-6 months for each of these stages). The last timeline adds another 3 months to each Stage, making it 9 months per Stage.

- The first “impossible” timeline is three months per Stage, with the store opening in April 2021.
- The second “ideal” timeline is 6 months per Stage, with the store opening in January 2022. This is the original timeline.
- The third “extended” timeline is 9 months per Stage, with the opening in July 2022.

In the lower part of the timeline, Jen has listed out the key activities and milestones that must be accomplished in each one of the Stages.



The key milestones in Stage 2B Planning includes reaching 60% of owner goal (1300) 780. We are 139 owners away from that goal currently. We would want to be prepared for our capital campaign. The distinguishing milestone in stage 2B Planning is that we take financial and legal action to secure a site. We have been talking about announcing a site, but we also need to think that moving to 3a means taking legal action to sign a formal agreement with the developer or landlord.

In Stage 3a there is a flurry of activity: capital campaign, securing funds from grants, banks, and the city, working to obtain bids from all of the contractors. It is in this stage where you want to have a Project Manager. It is in this stage where you start your GM search.

It is in the transition from Stage 3a to Stage 3b where you make the official go/no-go decision. You must have all of the money you need before you transition to 3b and begin your construction.

By illustrating the timeline in this simplified format, Jen really wants the Board to understand the transition points and what defines each Stage.

Brienne asked if the timeline takes into account the best "time" of the year to open a store. Jen said that her timelines do not take the best times for anything (launching a capital campaign, starting a GM search, construction, or opening) into account, it is purely based on just counting months.



The ideal timeline has us opening at the beginning of the year which according to FCI might be the worst time to open. Lacey said that we could work in the slowness of the opening months into our pro forma if that timeline is indeed the one that we are on.

Jen said at this stage in our development, she doesn't feel like we have control over the opening date and that she wouldn't build the timeline based on the opening date.

Jo expressed some concern about the timing of the capital campaign and the uncertainty around how COVID-19 will ultimately impact our community's wealth and ability to financially support the store.

Lacey talked to a business broker who said that financial institutions are lending to essential businesses at a greater propensity right now rather than non-essential businesses. This practice may continue into the fall. We may be able to leverage more external funds, and also be eligible for grants focusing on rebuilding communities and re-establishing local supply chains.

Jo said she thinks people want to feel like they have more control over their local food choices. Jo said when people's lives are out of control, they grasp on to what they can control. Greg thinks that people paying attention to this will be very engaged.

Katy asks if the timeline is something we could actively share with owners? She finds it extremely compelling.

Lacey said that this illustration of three different timelines has reinvigorated her enthusiasm for the project. Jen said that she wants to be shopping at our store, and the sooner we can make it happen, the better. A few of us have greater capacity than we ever have before.

When we share it with our owners, we can say if this is exciting to you, we need your help. It could be a catalyst for us and generate some energy and momentum for the project.

In bringing us all back down to the ground, the Board said even if all 9 of us devoted 40 hours a week to this, it still might not get done, but it won't be for lack of commitment or devotion to the effort.

Jen said that we don't necessarily need to choose between these timelines right now. We've had this time to pause and assess how we proceed in this new normal. Putting aside the adjustments that we need to make, she doesn't feel like pausing the project is necessary or slowing down the project helps at all. There is no reason that we have to assume that it has to take a really long time.

Our initial growth was at the high end. Katy said that perhaps the story of three timelines can pull us out of the slow growth of our ownership.

Brienne said that we can no longer rely just on social media, but we need to communicate in many different ways, on lots of different levels, to many different groups.

Lacey recommended that we communicate the timeline through our owner phone calls, in our owner survey, and via a press release. Katy said sharing it in as many spaces as possible would be good. Brienne agreed that it should be included in the script for calling owners.

Vicki said that as a GroCo owner, she has always heard from the Board that we have tied our business development with our ownership benchmarks. She feels like that is missing from the illustration of the three timelines. Jen agreed, but said she did that on purpose to focus us on the most important goals within each of the Stages. Jen also said that owner growth after a certain point



of development is not as heavily emphasized in the co-op cookbook.

Lacey feels like ownership growth is an important visual for owners to track. At the simplest level, it is how an owner can help grow the store which is to recruit new owners.

For external sharing, the Board generally agreed that the owner numbers need to be added.

Vicki also said that owners don't understand the capital campaign. Jen said we keep talking about the capital campaign in terms of owners loans, financing from external sources, grants, etc.

We need to start sharing the potential total cost of the project, around \$2.6 million. We need to say that we are expecting to get this piece of the pie from owner shares, this piece of the pie from grants, this piece of the pie from gifts, this piece of the pie from owner loans, this piece of the pie from donations, etc.

Lacey asked if we have a commitment from our Board to proceed on the accelerated timeline. This would mean more frequent meetings, additional tasks, etc.

Katy said let's go for it, but she likes the breathing room of the other timelines to fall back on or move in and out of.

Elvia wondered if we could assign the amount of resources we might need for the different stages in terms of volunteer hours. We already have identified budgetary inputs and outputs for our stages, but not how many volunteers and work hours that are needed to complete the tasks. She thought it might be helpful to assess our capacity.

Lacey said that it is important for all of us to understand each other's work preference and capacity.

Jen's biggest reservation with moving quickly is that there is so much we don't know yet about how we actually get these things done. We've been walking through the foothills..now we are preparing to conquer Everest.

Jen feels like we could be very close to having the information we need to make to secure a site. Lacey said that both sites under consideration have motivated property owners.

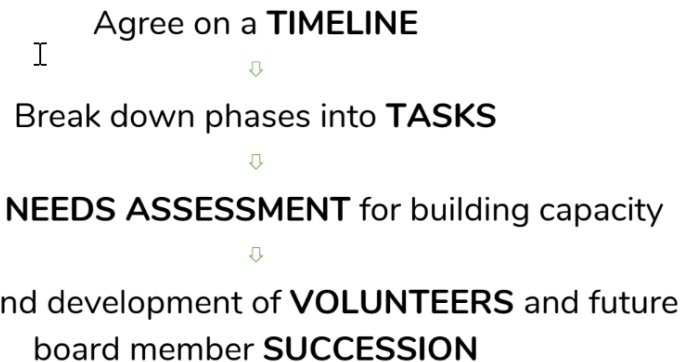
The Board came to consensus that we should aim for the aspirational timeline.

Jo has felt like she hasn't been able to plan anything in her life right now, so having this plan is so helpful, and motivating! Brienne says that her life is in such chaos right now, it helps to have something like the timeline to focus on.

Administrative: What's next?

Lacey reviewed a simplified flowchart to help us identify next steps.

Lacey doesn't think we need to spend a lot of time on this agenda item. We've agreed on a timeline, now we need to break down the phases into tasks. Lacey has checked Jen's timeline against the FCI checklist. There are lots of little tasks that need to be done, but Jen has identified the big ones.



The next step is performing a needs assessment based on the tasks that we've identified. Where are we good and where do we need help?

Jen said she has never had more time than she has right now. Lacey has time right now in the next couple of weeks to really devote to this effort. The Board acknowledges that our capacity really fluctuates from Board member to Board member.

Lacey started reviewing the Needs Assessment. We need to do more work on that before we can determine what our capacity needs right now.

Jen asked if there were thoughts about our goals for the Finance & Legal Committee and how our goals might change. Anne reiterated that sentiment and thinks that we might need to share this timeline with the Committee. Jen's focus is going to be on the Capital Campaign and the Pro Forma.

Looking Ahead: Board Meeting Frequency

Lacey proposed increasing our meeting frequency from one to two board meetings per month. As a part of that decision, if the Board agrees, we would alternate the type of meetings that we might have

- Agenda 1 (early month meeting) is policy, governance, and board development/education. - this meeting would only need to be an hour or 90 minutes.
- Agenda 2 (mid-late month meeting) is committee check-ins, board business, and accountability.
- The Executive Team would meet on the opposite week.

Katy likes it! Jo thinks it is a great idea and is what most co-ops are doing. At this point, Brienne is at capacity, but thinks it is a good idea. Lacey will send out a poll to see when we might add the mid-month meeting.

Closing: President Reichwald officially adjourned the meeting at 7:20 p.m. The minutes were respectfully submitted to the Board on Sunday, June 7, 2020 by the Board Secretary, Anne Hartwick..

DRAFT OF NEXT MONTH'S AGENDA (JUNE)

Proposed rotating agenda types:

Agenda 1 (early month meeting) is policy, governance, and board development/education.

Agenda 2 (mid-late month meeting) is committee check-ins, board business, and accountability.



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

These can be flexible depending on the needs of the Board at that time.

Time	Topic	Board Action or Outcomes	Leader(s)
5:15	Gather, Socialize, Settle	Please be online by 5:15 to test your tech and make sure we can start on time with everyone present. Share and listen; make our readiness known. Enjoy time together and settle in by 5:30	
5:30	Preliminaries: Call to Order Mission and Intention Guests 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 Approve the agenda; decide on any changes	Lacey
	Consent Agenda: Approve minutes	Accept and enter into record our previous meeting's minutes	Lacey
	Accountability: Check on progress of Action Items	Does anyone need help with their assigned tasks ahead of the next meeting?	
	Administrative:	Review and approve updates to the following policies: Board Policies A, C1-C8 Succession Planning Policy Outreach and Ownership Charter	
	Board Development: Education Topic	Outreach to our existing owners (update on our calling campaign pilot and learning from COVIDideo series)	Lacey, Katy, Vicki
	Looking Ahead:	Review Calendar for next month Review draft agenda for next month	
	Closing: Review decisions & tasks Adjourn	Discuss and agree on what we accomplished Officially end meeting	Lacey