



When: June 22, 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 hear updates from our Committees, review our task list based on our timeline benchmarks for Stage 2B (60% of Owner Goal (780), Prep for Capital Campaign, and Secure Site), and approve the Memorandum of Understanding with the Community Engagement Center.

DRAFT OF NEXT MONTH'S AGENDA (JUNE 22 - Agenda 2)

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.

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

Time	Topic	Board Action or Outcomes	Leader(s)
<p>Preliminaries: The meeting was called to order by President Lacey Reichwald at 5:33 p.m.</p> <p>Board Members Present: Lacey Reichwald, Greg Majkrzak, Jennifer Crone, Anne Hartwick, Brienne Diebolt-Brown, Praveen Parboteeah, Joanna Baker, Katy Wimer, and Elvia Meza-Klosinski.</p> <p>Owner #155 Beth Ruderman joined the meeting and was welcomed by all. She did not have anything to say specifically during the owner comment portion of the agenda.</p> <p>The mission and values for the Whitewater Grocery Co. was read by Praveen Parboteeah. The intent for this meeting is to hear updates from our Committees, review our task list based on our timeline benchmarks for Stage 2B (60% of Owner Goal (780), Prep for Capital Campaign, and Secure Site), and approve the Memorandum of Understanding with the Community Engagement Center.</p> <p>Greg moved to approve the agenda after the addition of the Outreach & Ownership Committee was added to the Committee Update section. Second by Praveen. AYES: Lacey, Greg, Jennifer, Anne, Praveen, Jo, Katy, Brienne, and Elvia. NOES: None. Abstain: None.</p>			
<p>Consent Agenda Brienne moved to approve the consent agenda, including our previous meeting's minutes, the Committee Reports, and the Treasurer's Report - Dashboard, Budget, Monthly Expenses Second by Greg. AYES: Lacey, Greg, Jennifer, Anne, Praveen, Jo, Katy, Brienne, and Elvia. NOES: None. Abstain: None.</p>			



A minor revision was made to the Committee Reports changing food dessert to food desert at the request of Jen Crone.

Committee Updates

F&L Update on Whitewater Community Foundation Meeting

Anne asked that everyone reference the Finance & Legal report in this month's Committee Reports, which has a full accounting of the GroCo's presentation at the Whitewater Community Foundation's Board meeting on June 8. Afterwards, Lacey connected Danielle Frawley, President of the Whitewater Community Foundation's Board with Karlene Grabner, Director of Donor Services, Oshkosh Community Foundation. Danielle followed-up with some questions that we don't yet have the answers to. We are working on a response to Danielle.

Katy had a question about using the pie-chart in one of our newsletters. Lacey said that we don't have the ability yet to create a pie-chart like Oshkosh's because we don't have the proforma done yet which would inform our pie-chart of funding sources. Oshkosh's situation is also unique and one that we may want to consider in our situation as well. They did not take out a single bank loan. Anne will send Katy the one-pager from the Oshkosh Food Co-op's Capital Campaign.

President's Report & Site Selection Update

Lacey has had some really great conversations in the last month. She met with Suzy Vette from the Oshkosh Food Co-op, ahead of the meeting with WCF. Suzy is a Board Member of the Oshkosh Food Co-op and has a wealth of knowledge and experience in fundraising. She headed up the Capital Campaign Committee for Oshkosh. She is a longtime Oshkosh resident and has wanted to have a grocery store in their downtown for 20 years. She was not an early adopter of the co-op movement in their city, but she eventually saw that the co-op could solve the grocery issue. She said she would be willing to meet with the F&L Team to get the Capital Campaign up and running.

Lacey had a great convo with Beth Ruderman, a Member-Owner, and the consultant who helped us create our Strategic Plan at our retreat early in the year. She updated Beth with all of the things we've been working on. They reviewed our Strategic Plan and got some ideas about communications strategies and how to bring more stakeholders into the process.

Regarding site selection, on June 11, Jen and Lacey met at the southside location with the property owner and John from MSI. John said the building is very favorable for a grocery store development. He thinks it is genuinely a great location in terms of traffic patterns, ease of access, and build out. The retail area is 4,400 sq ft., identical to what we need. There are public restrooms which would save us between \$30-50,000. We would need to add a loading dock. They looked at how it could be done both inexpensively and easily. We are currently waiting for John to provide us with a side-by-side comparison for building estimates for our two locations and a new drawing of the southside location. The eastside location would include a teardown of two buildings and a new parking lot, Brienne asked whether or not the insulation issues were discussed at the southside location. Lacey said she did not bring that topic up, but thought that if we renovated the southside location, it would help with the insulation issues. The southside location is steel construction with insulation and drywall. Beth Ruderman asked whether or not the southside location's owner would be amenable to giving back some of the costs as a charitable donation. Lacey said the owner would put some of the lease improvements on the back end of the costs of the project, not the front end, allowing the GroCo to pay those costs after it is open and generating revenue. Our next steps are to compare the two locations financially through the pro forma. That will be done after we receive the information from



MSI.

Board Development Update

From the meeting two weeks ago, there was a question regarding whether or not it was the President's responsibility or the Board Development's responsibility to create and implement a succession planning strategy. We talked about updating the policy, **C6 – Officers' Roles**, "The president plans for leadership (officer) perpetuation" Lacey suggested that the copy be something like "in partnership with the President." Lacey said she would update the policy with that language and bring it back to the Board for the July 14 meeting to review and approve.

Jo has been asking other Boards about how they are holding elections during COVID-19. She is getting as much information as she can before we move into the Annual Meeting.

Jo talked about the need to replace herself as Chair of the Board Development Committee after the annual meeting since she is ending her term in October.

She is talking to potential candidates for the Board and she has two pretty good leads. Lacey asked if Jo needed some help finding leads. Jo has been working off the spreadsheet where each of us added potential candidates to approach. It has been difficult because people just don't know how to plan for the fall. Anne suggested that we might want to do some promotion in our newsletter and Facebook that we are looking for candidates to apply for the two positions that will be open in October.

O&O Committee Update

Katy provided an update on her Committee. Nicole Densmore has taken over our social media accounts. We've also begun business spotlights. Vicki Hagstotz is creating content by vlogging about her vegetable garden. Brienne is contributing with cooking classes. We hope these activities add value in our co-op. O&O has partnered with John's Disposal and each week, we are posting recycling and garbage tips. Eventually, we are planning some activities for National Recycling Week in Nov.

Katy has interviewed 2 volunteers and will be interviewing a third volunteer who wants to be on the O&O Committee. Maggie Rice has a lot of experience working for co-ops and she also has Board experience. She has expressed interest in being the Volunteer Coordinator Assistant until she can take over fully. She also has event planning and organizing skills.

The phone calls to our Member-Owners have started and are going well. The phone calls are mostly positive and for the most part, Member-Owners are incredibly happy that we are updating them. Dale, Katy's husband, is hearing from owners that they are ready to hand-out their money to us to get the store built! Lacey asked if Dale could be on the Capital Campaign calling team.

We are going to be conducting a canned food and cash contribution drive to benefit the Whitewater Food Pantry, The Community Space, and Whitewater Unites Lives at the beginning of July called the Flash Food Drive. Lacey asked whether or not we had finalized how we are going to work with the Whitewater Community Foundation in this fundraising activity, and Katy is going to follow-up with Vicki Hagstotz who is spearheading this initiative on behalf of the GroCo. Brienne is working on a press release to boost promotional efforts for the Flash Food Drive.

After the Flash Food Drive, the O&O Committee will be following up with any Member-Owners who appreciated phone calls from us to ask them if they want to help us with ownership growth. Katy is



planning more marketing efforts around our timeline.

Accountability:

The Board did not review the Action Items in detail. Lacey will send out a reminder to the Board to review prior the action items PRIOR to our next Executive Team meeting scheduled for Wednesday.

Board Business:

Review and approve MOU from UWW regarding CEC

The Board reviewed the latest Memorandum of Understanding. The language that referred to our responsibilities to promote local and bulk food has now been removed. Included the CEC's responsibilities of giving us access to the common area, mail support, storage space, and private meeting space. The area they've identified for us as storage is Room 121C which is located in the caged area. It is a four-walled with a locked door. The meeting room seats 16-20 and we have that reserved for us twice a month. We would have access to the common areas at any time. The rent is for \$125 per month for the services and spaces outlined above. We would incur additional charges only for reservations for rooms outside of the ones outlined in the agreement.

Beth asked about the Community Engagement Center. It is owned by the University and includes an - art gallery, meeting spaces, a warming kitchen, a print center, Small Business Administration, etc. More information can be found on their website. <https://www.uww.edu/adminaffairs/community-engagement-center>

The agreement currently has an effective date of June 30. We are assuming that if we sign this as is, we could move in after June 30. We would have an option to renew after 1 year. The cost of this agreement will be \$750 for the rest of the year.

Greg moved to approve the MOU with Jen's recommendation of taking the rent out of the current budget and leaving the June start date as is. Second by Brienne. AYES: Lacey, Greg, Jennifer, Anne, Praveen, Jo, Katy, Brienne, and Elvia. NOES: None. Abstain: None. Lacey will sign the agreement and Anne will coordinate with Grace on next steps.

Review Needs Assessment and Task List

Lacey has named our Timeline, Needs Assessment and Task List, The Brain, although she is thinking about renaming it The Command Center. The first tab is the electronic version of Jen's hand-drawn "story of three timelines." The third tab is the earlier needs assessment but color-coded to highlight the needs that are critical (red), good to go (green), or needs some work (yellow). The second tab is the task list. This task list was pulled from the Strategic Plan, Firebrand TaskList Project Management Spreadsheet, our Pause & Assess spreadsheet, and the FCI Stage by Stage Checklist. The Timeline with the Checklist is to help us keep the focus on the tasks that are needed to move into the next phase. Each Committee, Board Member, and volunteer should be tracking their progress towards our goals through their own management devices - F&L's Goals, Ownership & Outreach's Ownership Growth Plan, etc. All we need to track on The Brain is the main goal and the strategy that we are deploying to reach those goals: is there one, is it effective, is it moving us towards our goal. This is not complete yet, but she is sharing it with us to get our feedback on it. She feels like there are ways that we could improve upon it.

Jen was making revisions to the needs assessment as we were reviewing it, as we now have a social media marketer and volunteer coordinator. Jen was wondering if we could make those green. Jen asked if on the task list, we could who is responsible for each task and the status (in progress,



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

cancelled, halted, completed, etc.). Lacey thought that she could make those modifications.

We talked about pivoting our messaging to highlight our stages of development, rather than our ownership benchmarks.

Regarding next steps, Lacey will keep revising The Brain. This will be frequently reviewed by the Board, but it will primarily be the responsibility of the Executive Team to review and keep it updated, calling out items that might be keeping us from reaching our goals. There was some discussion about whether or not The Brain is taking the place of Development Timeline. The Board thought The Brain should be seen as a companion piece to the Development Timeline which is more like a tracking tool. Anne will talk to Vicki and Nadia about possibly helping to update the Development Timeline to match The Brain.

	2020												2021												2022											
	5	6	7	8	9	10	11	12	1	2	3	4	5	6	7	8	9	10	11	12	1	2	3	4	5	6	7	8	9	10	11	12				
"Impossible" Timeline (fast end of FCI estimates)	2B Planning						3A Pre-Constr.						3B Construction						P	O																
	2B Planning						3A Pre-Construction						3B Construction						R	P																
	2B Planning						3A Pre-Construction						3B Construction						E	E																
	2B Planning						3A Pre-Construction						3B Construction						P	N																
"Ideal" Timeline (slower end of the FCI estimates)	2B Planning						3A Pre-Construction						3B Construction						P	O																
	2B Planning						3A Pre-Construction						3B Construction						R	P																
	2B Planning						3A Pre-Construction						3B Construction						E	E																
	2B Planning						3A Pre-Construction						3B Construction						P	N																
"Extended" Timeline (add 3 months to 2B & 3A estimates)	2B Planning						3A Pre-Construction						3B Construction						P	O																
	2B Planning						3A Pre-Construction						3B Construction						R	P																
	2B Planning						3A Pre-Construction						3B Construction						E	E																
	2B Planning						3A Pre-Construction						3B Construction						P	N																

Key Milestones and Activities of each phase:	2B: Planning	3A: Pre-Construction	3B: Construction
	<input type="checkbox"/> 60% of Owner Goal (780)	<input type="checkbox"/> All Financing in Place	<input type="checkbox"/> Hire GM
	<input type="checkbox"/> Prep for Capital Campaign	<input type="checkbox"/> Owner Loans	<input type="checkbox"/> Build
	<input type="checkbox"/> Secure Site	<input type="checkbox"/> Grants	<input type="checkbox"/> 100% of Owner Goal (1300)
		<input type="checkbox"/> Bank Loans	
		<input type="checkbox"/> All Bids In (clear \$ picture)	
		<input type="checkbox"/> Hire PM (?)	
		<input type="checkbox"/> Begin GM Search	
		<input type="checkbox"/> 80% of Owner Goal (1040)	

Key:

site secured with contingencies

go/no go line, all capital in place



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

Stage 2B	Milestone	Due Date	Assigned To	Est. Time	Notes
<input type="checkbox"/> Determine ultimate fundraising goal	Capital Campaign				
<input type="checkbox"/> Investigate Legal and Financial Aspects to Membership Loan/Capital Campaign	Capital Campaign				
<input type="checkbox"/> Identify an Attorney with Co-op and Securities Experience	Capital Campaign				
<input type="checkbox"/> Start Planning Owner Capital Campaign	Capital Campaign				
<input type="checkbox"/> Collecting Money, pre-commitments from board and highly engaged owners	Capital Campaign				
<input type="checkbox"/> External Capital	Capital Campaign				
<input type="checkbox"/> Preliminary Contact with Lenders	Capital Campaign				
<input type="checkbox"/> Review Financing Timeline with Lenders	Capital Campaign				
<input type="checkbox"/> Finscal sponsorship	Capital Campaign				
<input checked="" type="checkbox"/> Identify Final Sites	Secure Site				
<input type="checkbox"/> Prepare for Lease Negotiations	Secure Site				
<input type="checkbox"/> Market Study for Final Sites	Secure Site				
<input type="checkbox"/> Negotiate Buy/Lease	Secure Site				
<input type="checkbox"/> Secure Site with Contingencies	Secure Site				
<input type="checkbox"/> Walk-throughs with MSI and draft drawings	Secure Site				
<input type="checkbox"/> Online Outreach Plan	60% Ownership Goal				
<input type="checkbox"/> Events	60% Ownership Goal				
<input type="checkbox"/> Phone Calling Campaign	60% Ownership Goal				
<input type="checkbox"/> Press Releases	60% Ownership Goal				

Looking Ahead: The Board reviewed the Calendar for next month. The Board discussed when the timing might be right for us to appear at the City Market. Anne talked about how the organizers are still trying to keep the Market very transactional and maintain social distancing with single file lines for tables. There are no picnic tables or chairs to encourage people to linger at the City Market. Brienne will follow-up with Kristine about our presence at the Whitewater City Market. Jen asked that the Tax Deadline be added to the July calendar.

The Board reviewed the draft agenda for our next meeting on July 14. This meeting will be focused on governance tasks and Board education. Lacey said that she felt like meeting twice a month is working...the meetings seem to be shorter, more productive, and she feels more connected to the Board as a result. The Board concurred.

Closing:

President Reichwald officially adjourned the meeting at 7:04 p.m. The minutes were respectfully submitted to the Board on Sunday, July 12 by the Board Secretary, Anne Hartwick.



DRAFT OF NEXT MONTH'S AGENDA (July 14 - Agenda 1)

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.

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 5:25 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	
	Consent Agenda: Approve minutes	Accept and enter into record our previous meeting's minutes.	
	Administrative: Policy Review	Review and approve updates to the following policies: <ul style="list-style-type: none"> - C6 – Officer Roles - Site Selection Charter - Board Development Charter - C9 – Proprietary Information - Bylaws 	
	Accountability: Check on progress of Action Items	Does anyone need help with their assigned tasks ahead of the next meeting? What has been achieved?	
	Board Education:	Diversity & Inclusion	
	Looking Ahead:	Review agenda for next meeting	
	Closing: Review decisions & tasks Adjourn	Discuss and agree on what we accomplished Officially end meeting	