



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

When: July 14, 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 review policies, educate the Board on how to create diversity and inclusivity in cooperatives, and move our project forward.

Preliminaries: The meeting was called to order by President Lacey Reichwald at 5:35 p.m.

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

The mission and values for the Whitewater Grocery Co. was read by Lacey. The intent for this meeting is to review policies, educate the Board on how to create diversity and inclusivity in cooperatives, and move our project forward.

Member-Owner Patrick Taylor joined the meeting.

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

Consent Agenda: Praveen moved to approve our previous meeting's minutes. Second by Jo. AYES: Lacey, Greg, Jennifer, Anne, Praveen, Jo, Katy, Brienne, and Elvia. NOES: None. Abstain: None.



Administrative: Policy Review

C-6 Officer Roles

The Board reviewed the **C6 – Officer Roles** as proposed by Lacey and the Board Development Chair Joanna Baker. We discussed the changes at our last Board meeting. The change we are making is indicated in bold to indicate that the responsibility for leadership succession planning will be a combined effort between the president of the Board and the Board Development Committee. No questions were asked by Board members and no additional changes were suggested. Katy moved to approve. Second by Brienne. AYES: Lacey, Greg, Jennifer, Anne, Praveen, Jo, Katy, Brienne, and Elvia. NOES: None. Abstain: None. Lacey will update the date the revised policy was approved in our policy handbook.

Whitewater Grocery Cooperative Policy Guide

Policy Type: Board Process
Policy Title: C6 – Officers' Roles
Approved: November 18, 2017
Reapproved: Feb. 11, 2019

We will elect officers in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the GM.
2. Officers may delegate their authority but remain accountable for its use.
3. The president ensures the Board functions well and in accord with our policy agreements.
 - a. The president is authorized to make decisions that are consistent with Board Process and Board-Management Relationship policies in order to facilitate the Board's functioning.
 - b. The president will chair and set the agenda for Board meetings.
 - c. The president, **in collaboration with the Board Development Committee**, plans for leadership (officer) perpetuation.
 - d. The president may represent the Board to outside parties.
4. The vice-president will perform the duties of the president if the president is unable to do so.
5. The treasurer is responsible for supporting the board in all finance-related board work.
 - a. The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.
 - b. The treasurer will facilitate the Board's understanding of the financial condition of the Cooperative.
6. The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained.
 - a. The secretary will write the draft and final versions of any new policy or committee charter.

Bylaw Amendment Review

Anne introduced this topic as Chair of the Finance & Legal Committee. The Board contracted with Dorsey & Whitney LLC, a law firm headquartered in Minneapolis, to review our Bylaws and Articles of Incorporation. They will not review our Articles until we have completed the research into the funding opportunities we would like to offer supporters and owners when we launch our Capital Campaign. In the meantime, we have asked them to conduct a complete review of our Bylaws. This process started in April and is under the purview of the Finance & Legal Committee. We have Patrick Taylor, who sits on that Committee, joining us today to help us review and answer any questions.



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

Accountability: Lacey asked if anyone needed help with their assigned tasks.

2020 Board Action Items

Action items Due for Monday, **July 14** Mid-Month Board Meeting

- **All Board Members**
 - Call 10 owners using the script and tracking form located on our Google Drive: [Training board members to make Owner Calls](#). (Lacey, Greg, Jen, Anne, Katy, Praveen, Jo, Elvia, and Brienne)
 - **Lacey - made 6 calls, spoke to 4 people**
 - **Greg - Made 10 calls with Scott helping**
 - **Jen**
 - **Anne - Made two calls, but have not logged them into the spreadsheet yet. All 10 will be done by June 28.**
 - **Katy**
 - **Praveen**
 - **Jo**
 - **Elvia**
 - **Brienne**
 - All Board members should update the Outstanding Action Items if they have any updates.
- **Executive Team**
 - Review the remaining Outstanding Action Items and make a determination as to whether they should be cancelled, postponed until a later time or need immediate attention.
PENDING
- **Anne**
 - Follow up with Grace Crickette regarding the CEC MOU and next steps. **Done**
 - Send Katy updated Volunteer Agreement **Done**
 - Add tax return filing deadline to July calendar **Done**
 - Anne will send Katy the one-pager from the Oshkosh Food Co-op's Capital Campaign. **Done**
 - Anne will talk to Vicki and Nadia about possibly helping to update the Development Timeline to match The Brain. **Anne has questions.**
- **Lacey**
 - Finalize and send out Draft Agenda for July 14 meeting (by July 10) **Done**
 - Sign CEC MOU and send it to Anne **Done**
 - 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.
- **Katy**
 - Put together a presentation for next board meeting on inclusivity and diversity track and marketing to launch **Done**
- **Brienne**
 - Will follow-up with Kristine about our presence at the Whitewater City Market.

Other Outstanding Action Items

- **Jen & Anne**
 - Discuss how to track the owner outreach project within NationBuilder.
- **Katy**
 - Send an e-mail out to volunteers to find a PR coordinator **In progress**
- **Lacey**
 - Work on a pitch packet & presentation tools (discuss with Jen, Praveen, Brienne & F&L)
 - Schedule CDA presentation
 - Meet with Jen to get the lowdown on pitch packets



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

- Get list of local landlords and contact information
- 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 if we decide to pursue this project. *Ongoing*
- **Finance & Legal**
 - review the pro forma provided by Prairie Food Co-op. *Under review by F&L to identify new timeline*
 - develop a policy for owners whose installment payments have fallen in arrears and present to the Board for review and approval. *Moved to September*
 - research and provide a recommendation on the policy for Equity Return to an owner who wants to surrender his or her share. *Moved to September*
 - recommend language for the 4.2 Bylaw Terms and Elections. *Due in July Done*
- **Elvia**
 - as our first Donation Czar, develop a plan for tracking what we need sponsored (events, materials, ads, etc.) and who we want to ask
- Lacey had a question about local landlords and contact information. Why is that on her list of things to do? No one could remember.

Board Education: This is an opportunity for the Board to learn and grow for their own benefits, for the benefit of the community and the co-op.

Katy created a presentation that she pulled together from a variety of resources, on Diversity & Inclusion.

Creating Diversity and Inlusivity in Cooperatives

Collection of Knowledge from LaDonna Sanders Redmond-
Intercultural Organizational Development Consultant,
Columinate, Amaha Sellassiem- Board Chair of Gem City
Market, and various workshops on the Diversity/Inclusivity
Track at Up & Coming 2020

Is everyone really welcome in a co-op?

We support:

Staff

Customers

Owners

Vendors

Community?

Fascinating History of Co-ops

Brief History of Slave Patrols The Foundation of Policing in America



 Columinate

- Early 1700s, a comprehensive system of racially directed law enforcement
- Informal "night-watch" system of volunteer policing and on private security to protect commercial property.
- Policing's origins were rooted in the slave economy and the racialized social order that invented "whiteness" as the ultimate boundary
- Whites could not be held in slavery.
- Blacks could be enslaved by anyone.
- The distinction—and the economic order that created it—was maintained by a legally sanctioned system of surveillance, intimidation, and brute force whose purpose was the control of blacks.

The Co-op founders were abolitionist



 Columinate

Co-ops can be a tool to eliminate racism.

Co-op founders put their money where their mouth was. They didn't support slavery or sell slave-picked cotton.

Can we support abolitionism in our current day? We have to make sure that we do the work that we can defend.

We can center ourselves on being an anti-racist business. Interdependence is positive, we are all dependent on one another and working together. Ubuntu means what affects one, affects all. The idea of being Ubuntu, is how do we build our city's waterhole? How do we have a shared identity so that we can walk and work together? Food apartheid is the idea that our food insecurity is man-made. Food desert is something that happens to us and we have no power to change it. We need to make sure as we move forward with this project, how much of our branding and store design reinforces white culture and white supremacy? Even things like our logo and branding colors. Diversity means diverse from me when we are using that language. We need to keep that in mind when using that term. Starting using inclusivity and equity. Don't assume that we know what our city and our owners want out of their store. Inclusion is inviting in differences that make a difference. Anything that isn't actually challenging us, anything that doesn't make us uncomfortable, it means that we are not creating a more inclusive environment.



The Work

Keep in mind:

1. Larger transformation/movement
2. Interdependence vs. Independence
3. Ubuntu- what affects one, affects all
4. Food apartheid vs. food deserts
5. White culture in our co-op
6. The word diversity and what it suggests
7. Asking vs. assuming
8. Inclusion is inviting in differences that make a difference

Katy did review our policies and she thought that we were doing pretty good. She did think that we need to implement a policy that talks about inclusivity and how we are going to manage people and situations that are not inclusive. Don't be afraid to say something because that is the only way we are going to grow.

The Work at The Board/Committee Level

*Change the things that require changing, including ourselves.

Manage biases, address microaggressions, deal with conflicts.

Put things into practice/implement what we learn!

- Policies
- Practices
- Procedures

Have our GM think about equity and REALLY KNOW OUR NEIGHBORS!

Conflict resilience is key and critical. We will mess up. The point is we're trying and learning.

In your ends policy, you can enforce that we believe in diversity, equity, and inclusion. Don't do diversity for diversity's sake. If we are not actually learning how to be inclusive or equitable, then it is just kudos to the whitefolks.

Be clear about the history of the city and where our store is located. Acknowledge how we are going to change what happened there if there was something that was not good that happened there. This is not just about color, it is about culture, religion, age, sexual orientation, disability, etc. We need to include all aspects of diversity. Do not protect biases, we need to address them as a Board and when we have staff and shoppers.

The Work at The Board/Committee Level Cont...

Create and prioritize Ends Policies BEFORE GM

DON'T do diversity for diversity sake.

Be clear on the history of your city, site location, and the land surrounding you

Diversity is also economics, gender, sexual orientation, politics, diets, and religions

DON'T protect biases

These are all natural responses as we begin this work.

What to expect from White Bodies during this work:

FREEZE: Depression, shame, shut-down, detach

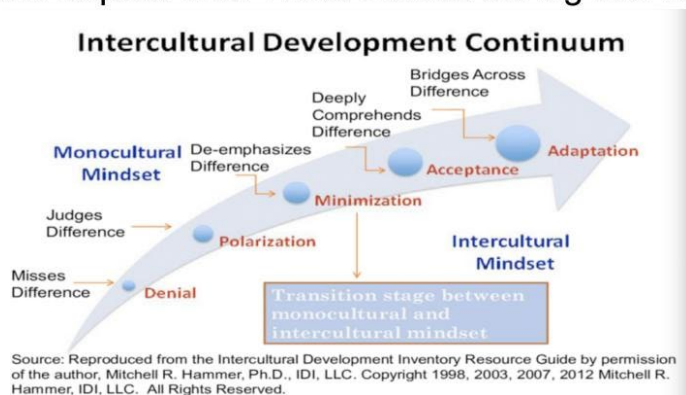
FLIGHT/FIGHT: Panic, fear, anxiety, worry, rage, anger, irritation, frustration

SOCIAL ENGAGEMENT: Joy, compassion, listening, learning

*These responses are all natural.

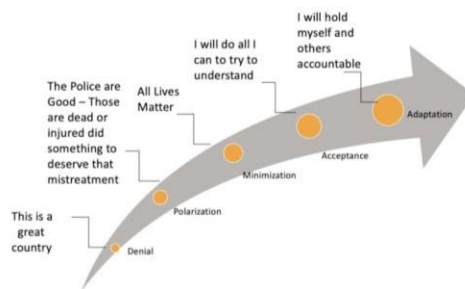
There are these different stages - as a Board, Katy thinks that we are at adaptation.

What to expect from White Bodies during this work:



What to expect from White Bodies during this work:

#Black Lives Matter Responses along the Developmental Model



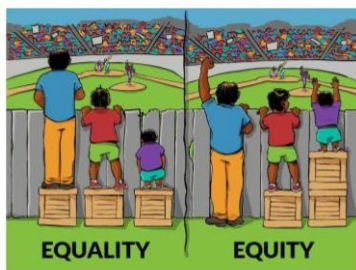


What's the work for?

Growth/maturity of ourselves

The voices of those who aren't being heard in this ecosystem

A better community



As we move through this work together, we will all need different information, tools and skills to be anti-racist. When we open, we need to make sure that we have an equitable environment for the shoppers, employees, and the Board. We also need to think about this for our vendors and we need to focus on equity vs. equality. Some vendors may need different tools than others and we need to be sensitive to that. We also need to consider people who want to be owners, but who can't afford the full \$150. If we can figure out a way to subsidize ownerships for those that want to be part of this movement, we say, "we value you, no matter what you pay."

Greg asked if there was a way to find out who wants to be an owner but has encountered a barrier (financial or otherwise) to do so. We would need to create a fund where people could donate anonymously as he wouldn't want any current or future Board members to be accused of purchasing votes. Jen says that she can provide a report on the amount of money that we have for scholarships and we could set up a fund for donors to supplement ownerships. If we wanted to create different levels of ownership, Jen said we would need to review our Articles of Incorporation to determine whether we could do so without updating them.

Brienne says that we could offer sponsorships opportunities to people who want to support owners. Pay what you can and we will figure out how we can subsidize it. Gem City figured out how to message this option to owners and future owners. Lacey said that we should start by reaching out to owners that have fallen in arrears and ask them if we can cover it for them.

Jen had a question about white culture in logos, store design. She said that she thought that this was something tangible that we could tackle and might have the most impact.

Katy wants us to consider this question, are we building a white co-op? Maybe we seek out a person of color to help design the store. The difference between the tiendas in town and a white culture co-op is large and Lacey wants to make sure that everyone actually feels comfortable - not just white people. Jo said she recently learned that Whitewater is the 25th most diverse community in Wisconsin.

Katy asked, does Whitewater Grocery Co. sound like a corporation or a store? Katy suggested the GroCo Market.

Katy wrapped up the presentation by talking about LaDonna's co-op #BLM challenge regarding education and action which is outlined in the slide below. Lacey asked if Katy could pull together a list



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

of resources to help us expand and increase our education. The Board talked about needing to always look through the lens of diversity, equity & inclusion in all that we do throughout the development process. How do we make sure we can do this?

What now?

LaDonna's challenge:

The Co-op #BLM Challenge:

Commitment: 6 Months

Education: 6 Books

Actions: 6 Concrete Actions



Take the Intercultural Development Inventory TEST

Continue the work with monthly readings/videos/podcasts by BIPOC

Start talking to BIPOC and marginalized folks in our community to ask them what they want out of their store/community

Lacey said that we definitely want to cultivate an environment of trust and mutual respect within our Board culture and she is committed to doing so. We want everyone to have space to speak, but that may lead to some uncomfortable silences to give everyone an opportunity to speak.

Looking Ahead: The Board reviewed the agenda for the next meeting and did not have anything to add at this time. Jo talked about a Columinate webinar specifically designed for individuals to take who might be interested in serving on a co-op Board. Jo said that there are currently three people who are considering whether or not they will run for the Board. People are struggling with how to plan for the fall in the midst of a pandemic. Jo asked that if anyone has any leads on people who might be interested, to refer them to her. Lacey asked that if anyone can think of items to add to the agenda for the next meeting, that they let her know.

Closing: President Reichwald officially adjourned the meeting at 7:42 p.m. The minutes were respectfully submitted to the Board on Monday, August 10, 2020 by the Board Secretary, Anne Hartwick.



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

Agenda 1 (mid-month meeting) is policy, governance, and board development/education.
Agenda 2 (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.

DRAFT AGENDA for July 27 Meeting

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:	Accept and enter into record our previous meeting's minutes Accept and enter into record the Committee Reports Accept and enter into record the Treasurer's Report - Dashboard, Budget, Monthly Expenses	
	Committee Check-ins:	Any requests for updates from committees? Finance & Legal Site Selection Board Development Ownership & Outreach Annual Meeting Task Group President Update	
	Board Business:	Pro forma Review	
	Accountability: Check on progress	Does anyone need help with their assigned tasks?	All
	Looking Ahead:	Review agenda for next meeting	
	Closing: Review decisions Adjourn	Discuss and agree on what we accomplished Officially end meeting	