



When: August 11, 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 and approve updated board policies, to review our financial situation, and to learn about recent co-op closure lessons... all as a way to move our project forward.

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.

Preliminaries: The meeting was called to order by President Lacey Reichwald at 5:34 p.m.

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

The mission and values for the Whitewater Grocery Co. was read by Brienne. The intent for this meeting is to review and approve updated board policies, to review our financial situation, and to learn about recent co-op closure lessons... all as a way to move our project forward.

Member-Owner CJ Wagner joined the meeting and was welcomed by Lacey.

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

Consent Agenda: Jen moved to approve our July 14, 2020 meeting minutes. Second by Greg. AYES: Lacey, Greg, Jennifer, Anne, Katy, Brienne, and Elvia. NOES: None. Abstain: None.

Administrative: The Board reviewed the following policies as per our policy review calendar.

Lacey reviewed the **Site Selection Committee Charter** in depth and compared it side by side with the Real Estate Guidebook. We need to write a new charter for the next phase of site selection. The purpose of the current Committee is to define the criteria matrix for site selection and evaluate the sites available based on the matrix. Since we are moving past this stage, rather than update the current site selection committee charter, Lacey recommended that we install a new committee charged with a purpose of lease negotiation and other responsibilities regarding location and site later this year.

Jen asked if we need to make any changes to the charter to reflect that this Committee is not currently



meeting at least once per quarter. Lacey read it as at least once per quarter or less. Greg says that it is a bit confusing.

The Board corrected a typo (add a "to" between "recommendations" and "the Whitewater Grocery Co. Board of Directors" in the purpose statement at the top of the charter) and changed the line regarding meeting frequency to "The Committee will meet as needed," striking the text, "at least once per calendar quarter." Lacey moved to approve with the changes. Second by Brienne . AYES: Lacey, Greg, Jennifer, Anne, Katy, Brienne, and Elvia. NOES: None. Abstain: None. Lacey will update the revised Site Selection Committee Charter on our Google Drive.

Lacey will draft a new Site Selection Committee Charter and present it to the Board at the late September meeting or at the Annual Meeting in mid-October.

Site Selection/Evaluation Committee Charter

The purpose of this committee is to function as an ad hoc group of technical area experts designated to make site selection recommendations the Whitewater Grocery Co. Board of Directors.

The committee will meet at least once per calendar quarter or as needed with the chair being ultimately responsible for scheduling the meetings and reporting to the board of directors.

The membership of this committee shall be no less than five.

The Committee Chair shall be a designated member of the Board of Directors and shall include owners with interest and expertise in:

- Real Estate
- Law
- Finance
- Construction, and
- Local and state building requirements

The ultimate product of the committee will be an evaluation matrix comparing the strengths and weaknesses of various sites (both existing buildings and new construction sites). Committee members will not be involved in actual negotiations regarding various sites.

Site selection evaluation criteria shall be based primarily on recommendations in the "Real Estate Resource Guide" issued by the Food Co-Op Initiative.

The Board of Directors have recommended that no one criteria be weighted above other criteria. Evaluation of potential sites within each criteria shall be on a positive (+), undetermined/neutral (o), or negative (-) ranking.

The criteria to be used are:

- Availability
- Size and expansion options
- Visibility/ease of access
- Parking
- Estimated build-out cost (annualized), and
- Operating costs and operating efficiency



Limit: The committee cannot spend more than budgeted, cannot spend more than \$50 on unbudgeted items without committee approval and no individual committee member has the authority to spend money unless specifically authorized by the committee or Board of Directors.

Created: June 5, 2018

Board Approved: June 11, 2018

August 11, 2020: Recommendation to not update this charter but to write a new one for the next phase of site selection by the end of September, 2020.

The O&O Committee reviewed the Annual Meeting Planning Committee Charter and talked about keeping the Annual Meeting to one hour because it will be held virtually. Rather than change the Committee Charter, Katy proposed that we note in the minutes the approved budget for the Annual Meeting. Jen requested that we update the Charter to reflect the actual budget approved by the Board for the Annual Meeting at the beginning of the calendar year which was \$1,500.

The Board proposed to update the Budget line to read as follows: "Budget: ~~\$2,500~~ will be approved annually in the first quarter as part of the Board Budget Approval process. The 2020 Budget is \$1,500."

Greg moved to approve the Charter with the budget line amended as stated above. Second by Brienne. AYES: Lacey, Greg, Jennifer, Anne, Katy, Brienne, and Elvia. NOES: None. Abstain: None. Lacey will update the Charter as approved.

Whitewater Grocery Co.
Annual Meeting Committee Charter

The purpose of this ad hoc committee is to lead the effort to plan and execute the Annual Meeting of the ownership of Whitewater Grocery Co. including the meeting itself and the election of a board of directors.

The committee will need to meet on a regular basis to be determined by the group. The committee will operate under the budget set forth by the Board of Directors and will report its efforts to the Board at monthly meetings.

A member of the Board Development Committee must serve on this committee. The membership of the committee shall be no less than three and no more than seven.

Duties & Responsibilities:

1. Create and follow a timeline for execution of necessary tasks
2. Plan the details of the meeting including the menu, agenda, invitations, speaker(s), activities, timeline, etc.
3. Collaborate with the Board Development Committee to plan the nomination and election of the Board of Directors

Budget: \$2,500

Limit: The committee cannot spend more than budgeted, cannot spend more than \$50 on unbudgeted items without committee approval and no individual committee member has the authority to spend money unless specifically authorized by the committee or Board of Directors.

Resources:

<http://www.grocer.coop/articles/annual-meetings>
<http://www.coopwatercooler.com/discussions/better-annual-meetings>
<https://www.vistacomm.com/annual-meeting-ideas/>

Updated: August 8, 2018; Approved by Board of Directors: August 26, 2019

The Board reviewed the C9 – Proprietary Information policy and noted that the original approval date was missing. Anne will review prior minutes and note in the Policy when it was originally approved.



Lacey had no recommendations for changes. Greg moved to approve the policy with no changes. Second by Jen. AYES: Lacey, Greg, Jennifer, Anne, 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: C9 – Proprietary Information
Approved:

We will hold confidential the complete results and specific details of proprietary data and studies.

1. We will speak with one voice regarding the information we make public. We will do this by voting as a board on the summary information that we will share regarding the results of market studies, our pro forma, site analysis, or other proprietary research conducted on behalf of the Cooperative.
2. We will vote as a board before providing confidential information to any party outside of the Board.
 - a. A non-disclosure agreement (NDA) may be required for the party requesting the information, including consultants, officials, and parties hired to help further the development process. A vote will be taken to determine the necessity of an NDA prior to the information being shared. This will not be applied retroactively but may be applied to new information or new parties.
 - b. We will keep accurate records to ensure the security of our data, including: party receiving data, names of those authorized to access it, number of copies provided, purpose for sharing, and Board member contact.

Administrative: Jen reviewed and entered into record the Dashboard, Budget and Monthly Expenses for the last month (as of Aug. 10).

18 new owners have joined the co-op since the last Dashboard report. Jen congratulated the Ownership & Outreach Committee for a successful ownership growth initiative (30 in 30) as it has made a huge difference. In the bottom left of the Dashboard, Jen has started tracking the number of open issues with owner payments.

- 18 open invoices noted / \$1705, 6 owners (2017/2018) in arrears - not expected to pay = \$625
- 2-2019 owners w/ lost checks - working on re-ask=\$300
- 10-2020 owners actively making payments = \$780 owed)

Jen noted that we had previously talked about possibly going back to some of the owners who are in arrears and invite them to become owners in good standing. Those six owners might have potential if we want to supplement their ownership with scholarship money. Jen will be reaching out to those owners for whom we lost their checks. We are going to ask them to check their bank accounts to see if they've been cashed.

The actual expenses are extremely low right now, although Jen noted our expense column in the Dashboard includes a check we wrote to the Whitewater Community Foundation of \$1,620 for our Flash Food Drive. \$1,620. Over the past month, we have incurred \$320.91 which includes fees and subscription payments for PayPal, Zoom, QuickBooks, and Canva as well as some postage supplies for thank you cards.



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Jen noted that she updated the Budget to include the new rent amount of \$125 per the Memorandum of Understanding with the Community Engagement Center. Other than that there is nothing additional she wants to make the Board aware of on the budget.

Katy asked if we could devote some time to talk about forgiving the outstanding amount owed by the owners whose payment plans have fallen in arrears.

Jen noted in the Donation section under Sources in the Budget, there are two line items: Scholarships-General (\$ 400) and Scholarships-Student (\$ 1,250). These are all of the donations we've received that are specifically earmarked for supporting someone's ownership cost. This does not reflect \$150 that has been taken out, so the total amount is actually $\$1250 + \$400 - \$150 = \$1,500$. This could be used towards scholarships. Brienne said that when \$1,250 was donated by the Whitewater Student Government Council to the co-op, they did not specifically state that all of the money had to go to student ownerships, but that was the intent that some of the money go to student ownerships.

The Board did discuss the possibility of launching a fundraising campaign to increase the amount of money that we have for scholarships to offset the cost of ownerships. One Board member suggested that the donations for hand sanitizers could help fund that account. The Board also discussed the pros and cons of forgiving a debt versus subsidizing an ownership. Lacey will add this item to the agenda for our August 24 Board meeting.

Accountability: Anne & Lacey cleaned up the latest version of our Board Action Items 2020 and identified only a few items due for this meeting. Brienne spoke with Lisa about the state of the Whitewater City Market. Lisa and Kristine continue to want the Whitewater City Market on Tuesday nights to remain transactional due to the pandemic. Lisa said that although she would like us not to be there in person, we can set-up a table next to the City Market Manager table for our hand sanitizers and materials. Lisa and the City Market intern can keep an eye on the table for us. We would just need to set-up and take down the table on Tuesday nights and collect the donations at the end of the evening. All tabling supplies (including the hand sanitizers) have been moved into our office at the CEC. Katy and Vicki both have keys to the office as well as the Board officers.

Lacey asked that the Board review the future outstanding items. There were no items on the future to-do list that she felt needed to be called out in particular.



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Action items Due for Tuesday, **Aug 11** Mid-Month Board Meeting

- Anne
 - Anne will update the Development Timeline to match The Brain. *In progress--will be done by Aug. 24 meeting.*
- Brienne
 - Will follow-up with Kristine about our presence at the Whitewater City Market.

Future 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](#)). Meet with Jen to get the lowdown on pitch packets. *Future item*
 - Schedule CDA presentation *Update: have met with the CDA Director and will schedule a presentation to the board after our August meeting*
 - 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*
- 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 then reviewed with the Board our monthly report on our three milestones. The intent of this report is for the Board to review and discuss the activities we can take over the next month to make progress on our three milestones.



The goal of this monthly update is to keep us on track and focused on our milestones, hold us accountable to our community, and maintain transparency.

August 11, 2020 Update

Goal 1: Ownership

This month we reached 660 Owners, bringing us closer to our 780 Milestone! We also made 203 phone calls to Owners to check in and provide updates. Thanks to our Outreach and Ownership Committee and our volunteers for making this happen! More to come!

Goal 2: Capital Campaign

Our Finance and Legal Committee met twice and spent an additional 10-15 hours researching capital campaigns. They are almost ready to report their research to the Board so we can start developing our campaign.

We're also working with the Whitewater Community Foundation to establish a fiscal conduit so we can receive tax-deductible donations and more grants.

Also, Board members, Brienne and Lacey, met with the new Economic Development Director for the Whitewater CDA and updated her on the progress of our project. We now have monthly meetings scheduled with the CDA and UWW so we can work together as a team to build our store!

Goal 3: Site Selection

Board members, Lacey and Jen, met with our building consultant at one of our proposed sites to do a walk-through. Our consultant is putting together side-by-side comparisons of the proposed sites so we can evaluate the cost of construction along with projected sales. Once we have that info, we will plug it into our Pro Forma and send it to Finance and Legal for closer analysis.

As a reminder, we are aiming to select a site that can be between 7,000 and 8,000 square feet with room for expansion, has 20-30 parking spots, has easy access and a loading dock for our vendors, and is located somewhere that is visible and easy to get to.

How can we move the project forward this month?

Goal 1: Ownership -

Calls

Goal 2: Capital Campaign-

Goal 3: Site Selection -

Lacey thinks of this report kind of like a President's report. Activities in this report will be shared with owners and stakeholders through our news channels to create more transparency about what we're doing every month to move this project forward. Lacey plans on having this report on our agenda at the mid-monthly meeting to discuss as a Board to help us stay accountable to the three milestones of the 2B stage of development: ownership growth, developing our capital campaign, and site selection.

Lacey noted that Grace Crickette, UWW vice chancellor for administrative affairs and ethics officer, will be joining Lacey and Brienne for their monthly meetings with Cathy Anderson, the City's Economic Development Director. The next meeting is scheduled for Wednesday, Aug. 26.

Jen & Lacey met at one of the buildings with John from MSI. MSI is drafting together side-by-side comparisons of the two sites. We received a mock-up of one location and cost estimate. We are still



awaiting a cost estimate of the additional location.

The Board started talking about what activities could take place over the next month to help us reach our milestones for Stage 2B.

Lacey asked if Katy had any ideas for September? Katy thought that it would be good to nail down some language around scholarships and paying what you can - this would include talking to the Board about it.

We discussed why our meetings are restricted for Member-Owners only. This is a benefit of ownership and helps Member-Owners stay engaged and informed. Our minutes and our agendas are available on our website. A Board member asked if we should consider broadcasting our Board meetings live on Facebook.

Jen said that the Facebook live event to celebrate our Owner-Versary was a really good way to make connections with the public in a controlled environment.

Lacey said that the good news is that we could record the Monthly Milestone update every month with a different Board member recording themselves on Facebook and post on our website as well as Facebook.

As far as our Owner Engagement Drive, Lacey asked if we could make a final push for the Board members to get their quota of calls to owners done. She thinks that this is not a task that we can put off or beg off from. We need to hear the concerns of our owners and take the opportunity to speak to them directly.

She asked that each of us commit to devoting one hour to making calls to owners on the list that have not yet been reached. This one hour could be just 2 calls or 20, depending on how many people you reach. All Board members raised their right hand to solemnly swear that they will spend one hour prior to our next Board meeting on Aug. 24 reaching out to our owners. Katy is going to be freshening up the script and will be distributing it to the Board and the calling volunteers sometime in the next several days.

Lacey ran into Danielle Frawley, President of the Whitewater Community Foundation Board, who asked about how our Bylaws handle dissolution. Lacey answered her question and said she looks forward to making progress on formally establishing our relationship with the WCF in the coming months.

In regards to Site Selection, we talked about how communicating with the community about this will be helpful and might cause some excitement. Greg asked about how we could draw up our two sites without giving away anything. Lacey said that we could say that Site A shares space with a financial services firm while Site B shares space with a nonprofit. Would that be helpful? She said that in her reading about site selection in smaller communities, you include the community at large in the site selection process.

Jen said she wasn't sure how vague you could be without giving away the locations.

Greg said that by conveying some of the site details, it could communicate that things are happening. Lacey added to the Milestone Monthly report that she will be drafting a new site selection charter.



Katy noted that we do have a White Supremacy workshop on how it works its way into organizations and how we can work against it scheduled for our September mid-month meeting and that this might be a good meeting to actively invite our owners to attend.

Board Education: The Board took the opportunity to Learn and Grow with a presentation by Brienne Diebolt-Brown on recent co-op closures, based on a workshop she attended at the Up & Coming Conference in March 2020.

Kaye Kirsch, Firebrand Cooperative, presented the case study of Prairie Roots Food Co-op in North Dakota. She was the multi-year project manager of Prairie Roots Food Co-op, successfully funding the \$2.9 million project and leading the store to open with over 1,600 owners. Katy attributed the main reason for the failure of Prairie Roots was its lack of succession planning for the Board. And when they did bring on new Board members, there was no onboarding plan. The GM was great, but the Board didn't really check in much with the manager. None of the new Board members attended any of the Up & Coming Food Co-op Conferences. They chose not to follow any of Kaye's documentation. They chose not to send any new Board members to online or in-person deep-dive or onboarding courses.

The second case study is the Company Shops Market in Burlington, NC. The person who started the Company Shops Market had a lot of money, found an old building in Burlington, NC and he thought it would be a destination location for the market. The problem was, he built his store in a community that was low income and did not talk to any of the surrounding residents. He managed to make money for a while, largely because he had an amazing manager that not only knew how to manage the store, but she also talked to the community. The manager then left Company Shops Market and moved to Durham Food Co-op. He said they succeeded because of the GM, who had both soft skills and hard skills. The lesson, don't just build a grocery store because you want to save an old building - talk to the community beforehand and find yourself a good manager.

The third case study is Renaissance Community Co-op in Greensboro, NC. This food co-op was built within a very economically challenged community, primarily black. The Renaissance Community Co-op generated a lot of good press, and the community was behind them. They had tons of owners. Then they opened the store and they forgot to keep reaching out. There was a housing unit across the street, a building with 2,000 people living in it, and they never connected with them either verbally or through direct mail. They subsequently learned that these 2,000 people were getting on a bus and going to Walmart or the Dollar Store to make their grocery purchases. Renaissance Community Co-op said they assumed that the surrounding residents would frequent their store and get affordable healthy food. The City actually sponsored a Dollar Store to build just down the street from the co-op. Their major learning was that the movement doesn't stop when you open a store. They forgot about the community and the movement. They should have set up the business processes way ahead of time, but they didn't so they had to learn as they went. They said, "because we were focusing so hard on learning, we forgot the movement and the store." Renaissance Community Co-op eventually did get help from FCI, but the person they brought to help them run the store was White. They were great at putting stuff on shelves, but not so good at talking to people in the neighborhood and connecting with them.

In contrast, Durham Food Co-op, has been wildly successful. Their philosophy is that everyone who walks into their store to shop should be an owner and if not, they figure out how they can make them an owner regardless of their ability to pay. They will do whatever they have to to make shoppers an owner, whether it is by offering them a sliding scale for ownership (pay what you can) or by supplementing ownerships with scholarships. This is a multicultural community and multicultural



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shopping experience.

Durham is filled with so much humility. Tell us what we are doing wrong. Tell us what you want to change and we will change it!

The Board expressed appreciation to Brienne for her presentation as there were some good lessons learned that we could all internalize and process as we move through our development process.

Closing: President Reichwald officially adjourned the meeting at 6:56 p.m. The minutes were respectfully submitted to the Board on Thursday, August 20, 2020 by the Board Secretary, Anne Hartwick.



Draft Agenda for August 24

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Where: Zoom Meeting

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Meeting Intention:

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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. Accept and enter into record the Committee Reports	
	Committee Check-Ins:	Board Development: Election Update O&O: Ownership and Marketing Update Annual Meeting Task Group	
	Board Business:	Approve Recommended Changes to Bylaws Discussion of late payment forgiveness for Owners in arrears	



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	Accountability: Check on progress of Action Items	Does anyone need help with their assigned tasks ahead of the next meeting? What has been achieved?	
	Looking Ahead:	Review agenda for next meeting	
	Closing: Review decisions & tasks Adjourn	Discuss and agree on what we accomplished Officially end meeting	

Future Agenda Items -

September 9 Meeting: Workshop on White Supremacy In Organizations