



When: October 26, 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, and sustainable practices: people, planet, profit.

Meeting Intention: to welcome new Board members, elect a new slate of officers for the coming year, and discuss real estate negotiations and next steps.

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.

Preliminaries: The meeting was called to order by President Lacey Reichwald at 5:30 p.m.

Board Members Present: Lacey Reichwald, Greg Majkrzak, Jennifer Crone, Anne Hartwick, Katy Wimer, Brienne Diebolt-Brown, Elvia Meza-Klosinski, CJ Wagner, and Sarah Hoots. Board Members Absent: None.

The mission and values for the Whitewater Grocery Co. was read by CJ Wagner. The intention for this meeting is to welcome new Board members, elect a new slate of officers for the coming year, and discuss real estate negotiations and next steps.

Member-Owner Ron Binning joined the meeting and was welcomed by Lacey. One of the people that Ron was tasked with reaching out to for the Ownerpalooza was Ginny Coburn. He couldn't reach her with the contact information provided to him. Lacey recommended that he review the owner list. He will do so.

Brienne moved to approve the agenda. Second by Katy. Motion passed without dissent.

Consent Agenda: Greg moved to approve the minutes from our Sept. 28 Board meeting and Committee Reports for Oct. 26. Second by Brienne. Motion passed without dissent.

Board Business:

Appoint officer to empty seat on board

Due to an oversight, the position currently held by Anne Hartwick should have been up for election this year as her term on the Board expires in 2020. This position now stands vacant. Per our Bylaws regarding vacancies (Article IV, 4.3) "any vacancy among Directors elected by the Member-Owners may be filled by appointment by the majority of the Board then in office. A Director so appointed shall complete the pertinent term."

To provide the Board with time to recruit new members to the Board, Lacey suggested that we fill the vacancy by appointing Anne Hartwick to continue in that role for the next year. Lacey nominated Anne Hartwick to fill the vacancy. Second by Brienne. Anne accepted the nomination. Lacey moved to appoint Anne to the vacancy with the understanding that her term would end in October 2021 to allow for the ownership to have a say on who would fill this position on the Board. Second by Greg. Motion passed without dissent.

For a future agenda item, we will review all of the current terms and identify the term of Anne's position when it is up for election next year. Anne suggested that her position would start in 2021 and would continue for the full three year term.

The term expiration dates for the current Board is as follows:



2021 - Anne, Brienne, Greg
2022 - Lacey, Jen, Elvia, Katy
2023 - CJ, Sarah

Elect new officers (see Policy C-6)

Lacey referred the Board to Policy C-6, to review the roles of the officers. After everyone had a chance to review, Lacey opened the floor for nominations. Anne nominated the following Directors for roles in officer positions: Katy Wimer, President, Greg Majkrzak, Vice-President; Jennifer Crone, Treasurer; and CJ Wagner, Secretary. Lacey asked if the Directors named accepted the nominations. All said yes. Lacey asked if there were any other nominations for any of the officer roles. Hearing no other nominations Lacey declared the nominations closed.

Lacey moved to elect the slate of officers as nominated to serve over the next year with their officer roles expiring in October 2021. Second by Anne. Motion passed without dissent.

Lacey congratulated the new slate of officers and wished them luck! She is excited for the year to come for the co-op under their leadership! Lacey said that she and Anne will support the Directors as they transition into their new roles of President and Secretary. Anne will continue to take notes for our meeting today and Lacey will continue to preside over the Board meeting with Katy and CJ taking over officially in their new roles starting tomorrow, Oct. 27.

Annual Meeting Report and Debrief

Katy asked that everyone share their experience of the virtual owner meeting.

- CJ the polls and wished she could have seen how many people participated and how the polls were changing as people were voting. It was her first annual meeting, so she doesn't have anything to compare it to. Her husband's least favorite part of the meeting was the lack of food. :)
- Anne said she appreciated our special guest, Lizz from Oshkosh. She hopes that our owners were inspired by seeing how Oshkosh is making it happen.
- Jen said overall it went really well. She was glad that we prepared and practiced as it came across really well-planned and well-executed. She's gotten some positive feedback from those who attended. Jen missed seeing our owners faces and the ability to get a read on people based on their facial expressions and feedback. Looking towards the future, Jen said it would have been great if we could have had a platform for those attending to see how many people were in attendance and who was in attendance. She didn't realize that attendees couldn't see each other. It would be nice to have special and fun activities to enhance our owners' experience, like expanding on the polls, creating a contest or holding drawings, etc. If we had a large budget, it would have been nice to have food delivered to those who RSPV'ed yes. She thinks we did great with what we were able to put into it.
- Katy really likes the idea of having a platform that would lend itself to more participation or being creative with our activities to encourage engagement. It would be nice to use a platform where people don't think they are the only ones attending.
- Elvia appreciated the quality of the presentations, the videos, and the presenters. Everyone was very professional. She wishes we had more participants. It was a big opportunity for people to find out what is going on with the GroCo. Elvia thinks it would have been better if the attendees could have been able to participate more and interact with one another. Katy agreed and said the Ownership & Outreach Committee is planning on holding some listening sessions to fulfill this need.
- Lacey wants to echo what others have said about the quality of the meeting. Lizz was fantastic and having another co-op present helps to legitimize what we do. We did the best under the circumstances, but it would have been great to actually figure out a way to capture how many people actually attended. Were people gathered to watch?
- Brienne thinks there is a very good chance that we will be virtual next year. There is a lot of



Zoom fatigue. Some of us are really tired of it. She suspects knowing that we want more participation, we may want to involve food as an incentive to attend and create ways for people to engage with one another through breakout sessions or additional activities. Technology is going to get better and we just need to keep on top of it.

- Katy asked if there was a way for it to be earlier than October. She was thinking we could possibly have it outside, socially distanced.
- Greg echoed what everyone said, the presentations went really well and the polls were a nice touch. Greg thought that we did good with the number of people who attended.
- Sarah concurred with what everyone said so far. She thought the polls were really engaging. She likes the idea of using the annual meeting to solicit feedback from owners and looks forward to creating more focus group-like questions to elicit insightful responses. She thought Lizz's timeline was really interesting. She likes the snack/food idea. If we have suppliers sometime next year, maybe sample snack packs could be delivered to the first 100 owners who register.
- Katy said she provided the same feedback opportunity with her O&O Committee, and the polls seemed to be a real hit. Katy said her husband really enjoyed them.
- Ron suggested that we hold an event six months prior to the annual meeting on April 30. By then, we should have 780 owners +, more than likely there would be a lot of information to get out to the owners at that time regarding the capital campaign, the location, the GM search. Lacey said it might be good stuff to roll into our Owner-versary event. Ron says he sees big things ahead of us! He truly believes in OwnerPalooza!
- Greg said, Zoom, whether we are tired of it or not, is really helpful with communicating to our owners and gives everyone more of an opportunity to be involved as they don't have to leave their home to join our meetings or events.

Budgeting process for 2021

Jen reviewed our schedule and activities for budget planning.

APPROACH

Baseline operating budget, additional large expenses approved as needed (capital campaign, site selection, fundraising goals, etc.)

Make it simple, knowing changes are ahead

SCHEDULE

Oct 26 - present approach/strategy, agree on 2021 financial and strategic goals.

Nov 10 - review 2020 budget vs actual

Develop draft expense and income budget.

Estimate costs for our goals.

Project our income.

Nov 23 - O&O budget due, and other special budget items due

Dec 8 - Present final budget to board for approval.

For our first meeting in November, we will do a more detailed review of what we've spent in 2020, create a baseline budget for 2021, and talk about special budget items that might be coming down the road and make sure that we have those tasked to our committees/people. We'll aim for having the budget ready for approval by the Dec. 8 Board meeting.

Greg said that the UWW Chancellor has been speaking out about the budget issues the university is grappling with. He talked about moving the Community Engagement Center into being a self-sustaining entity. Greg said that if the CEC is going to raise our rent, we will want to talk about how much we are willing to increase our budget in order to still maintain an office within that building.

Jen proposed Nov. 10 as the kickoff because that is when she'll have her financial report, but the timeline is a little flexible. Lacey likes the plan. She remembers during last year's planning, we



learned a lot and made many adjustments to our budgeting process. She said that this puts us in good standing for the upcoming budget process.

Status of non-profit fiscal sponsor

Lacey and Anne reviewed with the Board the status of establishing a relationship with a non-profit. We have been pursuing a relationship with the Whitewater Community Foundation since the Spring for them to operate as our fiscal sponsor which would allow for philanthropic contributions. We connected the WCF with the Oshkosh Food Co-op and the Oshkosh Community Foundation so that they could learn how they were able to create a memorandum of understanding to serve in that role. The OCF was extremely generous with their time as was the Food co-op. Per the WCF and their attorney, their Bylaws will not allow them to partner with us because we are not a non-commerce activity to the community. We are at a point where we need to decide what to do next. There are other foundations that we could partner with. Lacey would prefer to exhaust all of our options here in Whitewater first, before exploring something outside the community. Elvia is on the WCF Board and was there during the discussion where they made the decision that they could not work with us in the capacity that we were asking them to. She said the WCF thought the GroCo was somehow going to compete with local businesses and the WCF did not want to be seen supporting the GroCo over those other local businesses. Danielle Frawley, president of the WCF Board, made an offer to Lacey to get a second opinion on whether or not such a relationship would indeed violate their Bylaws. However, Danielle said they trust this attorney and they said he knows what he is doing.

Brienne worked with the WCF when they created their community grant program. Russ Devitt is an original founder (he is also the attorney that rendered the opinion). He is very explicit that if the WCF is going to hold money for other organizations, they should be a 501(c)(3). Brienne said that she thought a fund can be set up specifically for food justice. She said that, however, in some ways it makes sense that they would decline to work with us....they are not a community development authority. Oshkosh is larger and they don't have any direct competitors.

There are other options. Lacey heard from a reliable source that the Community Foundation of Southern Wisconsin (cfsw.org) has been wanting and looking for projects to support in Whitewater. Brienne said it would be worth talking to them. They work with communities that are too small to have their own Foundations. Elvia said that she is okay if we want to accept the response of the WCF and move on to pursue opportunities to partner with other nonprofits. The Board concurred.

Anne will convey direction of the Board to Jim Siegel on the F&L Committee who will be carrying this project forward on behalf of the GroCo.

Executive Session: The Board adjourned into closed session at 6:28 p.m. to discuss real estate negotiations and next steps. The Board reconvened to open session at 7:10 p.m.

Looking Ahead: Lacey asked if there were any requests from Board members for future agenda items.

Anne requested the following items be added to the November 10 Board meeting. The F&L Committee will be presenting draft policies on "cash management & accounting policy," "ownership share responsibilities and management," and "special access ownership program" for Board review and feedback. Destine & Elvia plan will also be presenting our Capital Campaign research at the Nov. 10 Board Meeting. Also, F&L will also have a fiscal sponsor update. The O&O needs a Committee Chair. One of the things we talked about is creating a charter for the Executive Committee.

Closing: President Reichwald officially adjourned the meeting at 7:20 p.m. The minutes were respectfully submitted to the Board on November 5, 2020 by the Board Secretary, Anne Hartwick.