



When: September 28, 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 prepare for the Annual Meeting and review the Community Grocery Survey

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 5:33 p.m.

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

The mission and values for the Whitewater Grocery Co. was read by Praveen. The intent for this meeting is to prepare for the Annual Meeting and review the Community Grocery Survey.

Member-Owner Sarah Hoots and Ron Binning joined the meeting and were welcomed by Lacey. Member-Owner Vicki Hagstotz joined the meeting at 6:05 p.m.

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

Consent Agenda: Greg moved to approve the minutes from our Sept. 8 Board meeting and Committee Reports. Second by Jo. AYES: Lacey, Greg, Jennifer, Anne, Katy, Praveen, Jo, Brienne, and Elvia. NOES: None. Abstain: None

Committee Requests:

Ownership Incentive Campaign to 780

Katy briefed the Board about launching an ownership drive at the annual meeting. So far the desire is to have it be a “refer a friend” type of campaign. The “refer a friend” ownership growth campaign is also a guessing game with the winner receiving \$1,000. Every time an owner refers a non-owner to the campaign, the owner receives an entry into the game where they guess the number of owners we would reach by a certain date. The more names the owner refers, the greater their chances of winning. The Committee is still determining who will be reaching out to the non-owner to ask them to join us. If the new owner joins, they would also be eligible for an entry to win the incentive prize. Katy said the tentative name of the campaign is, the 1K Relay Ownership Campaign.

Jen asked if we are trying to reach a certain threshold. Katy said that we are trying to reach 780 owners by Jan. 1 so that we can launch our capital campaign. The Committee thought we should stop communicating how many owners we’re at in order to make it harder to guess.

Brienne was asking about the scholarship money for the students. Katy doesn’t know if we’ve come



to an official stance on subsidized owners yet.

Greg asked as we approach that goal, we can increase the amount that would be awarded to the winner, working ourselves up to \$1,000. 130 new owners means \$19,000 in owner equity.

The Board expressed support for the campaign, but asked if there was any way for the cash prize to be donated rather than using owner equity. Katy is worried about how close it is to the annual meeting to find sponsors.

The Board discussed the January 1 deadline. Is that when the drawing would be? That would mean the ownership incentive campaign is not depending on us reaching 780, like many of our other campaigns. Jen is concerned that the end of the campaign is date driven rather than ownership growth driven (reaching 780). She is trying to think through how it could be structured so that reaching the goal of 780 is integral to campaign .

Ron Binning, a member of the Outreach & Ownership Committee, said they plan on promoting participation in the campaign with a video produced by Lacey explaining why 780 is so important.

Katy explained that because we have never done a cash prize, this might garner interest and participation in the campaign.

Some Board members expressed concern about the legality of the campaign. Lacey said that you must have a license for a 50/50 raffle and those licenses are for non-profits.

Vicki Hagstotz joined the Board meeting at 6:05 p.m.

Jen expressed concern about the rules and regulations that govern raffles and cash prize drawings. She wanted to make sure we wouldn't be violating any of them.

Lacey said that while she understands the pressure of getting this campaign ready for the Annual Meeting, she thought that we could preview it at the Annual Meeting and then launch it afterwards.

Finance & Legal will conduct some research to see if there is any kind of rules that we need to abide by for this type of ownership growth campaign that involves a drawing for a cash prize. Lacey & Katy will work with the Outreach & Ownership Committee to plan the marketing schedule. This would include a video update where we can talk about the owner drive to 780, and what that milestone means.

Board Development Committee Charter

The Board reviewed the revised Board Development Committee Charter. Anne moved to approve the revised Committee Charter. Second by Greg. AYES: Lacey, Greg, Jennifer, Anne, Katy, Praveen, Jo, Brienne, and Elvia. NOES: None. Abstain: None



Board Development Committee Charter

The primary purpose of this standing committee is to maintain and increase board literacy, develop and implement a board succession and onboarding plan, and oversee the annual election cycle. The committee's responsibilities include:

1. Identify ongoing educational and training opportunities for the existing board to increase literacy.
2. Develop internal assessment [tool](#) for board performance.
3. Identify, recruit and orient candidates to run for the board
4. Prepare orientation materials and onboard new directors.
5. Create nomination and election materials and notices to membership and community
6. Maintain an annual calendar for nominations and election.
7. Prepare and distribute nomination, election and orientation materials to potential candidates
8. Prepare and distribute nomination and election materials and notices to membership and community.
9. Work with the Treasurer to create a recommendation for an annual board talent committee budget.
10. Spend money (within budgeted amounts) to accomplish the committee's goals.
11. Provide a brief written report to the board monthly about the activities of this committee and the progress of talent identification and recruitment.

The committee will meet *as needed* with the chair being ultimately responsible for scheduling the meetings and reporting to the Board of Directors.

This committee shall consist of at least one board member. Board members up for re-election cannot serve on this committee in the year of their re-election.

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.

Updated: June 4, 2018

Board Approved: August 26, 2019

Draft edits added Sept. 8, 2020

Board Business:

Prepare for the Annual Meeting

Vicki Hagstotz is leading the Annual Meeting Ad Hoc Committee. She attended a meeting earlier today with Jacqueline Hannah about virtual ownership meetings. The Chicago Market Co-op had 148 people RSVP and 57 people attended. The Board asked whether or not the 100 person cut-off for Zoom should be a concern for us. After some discussion, we decided it did not.

During this meeting, they also recommended that if you do stream your annual meeting through multiple platforms, you should only accept questions or comments through one platform as it is too difficult to monitor multiple platforms. Another recommendation is that any of the important items you want to communicate should be done 2/3rds of the way through the meeting. If you are not considering a site, it would be good to share why we are currently not looking at these locations and this is the reason why.

Some of the co-ops have increased engagement in their virtual meetings through polls. Some on the Board thought there might be several Member-Owners who connect with us via phone. Vicki and Lacey said the agenda from last year could work really well, recommending that we swap out the market study update with a site selection update and talk about what stage 3a means.

Originally, we had talked about creating a bingo game for Member-Owners to play during the Annual



Meeting. Lacey has a couple of bingo cards that we could modify.

Anne said that she likes the idea of sprinkling in a few poll questions pulled from our Community Survey.

Ron suggested a couple of poll questions. Do you want the GroCo to open in 2021, 2022, 2023? Will two Kwik Trips in Whitewater alter your shopping habits?

Ron said that Maggie picked up a new member when she called Auto Parts. The business owner joined as an individual member. When Maggie called them and was discussing the topics in the call script, she sold them a business membership.

Lacey asked Praveen to deliver the site selection update, and he agreed. Vicki said the car dealership on Janesville Street keeps on being brought up again and again as a potential site and we need to address that. She thought it would be really helpful to review all of the places we looked at and rejected for one reason or another.

In terms of the direction for Committee Reports, they should be a look back and a look forward. Jen said that it would also be informative to share with everyone how COVID-19 has affected the work of the O&O Committee.

All of the work that we've done, sacrifices we've made, and the way that we've pivoted. We need to touch on the changes we've had to make, how frequently we are meeting to move the project forward.

On a positive note, Ron reminded us of how many Board members went to the Up & Coming Food Co-op Conference in March. In unstable economic times - local food, local producers, local economic investment is more important than ever before. When we focus on taking control of our own position in the market and it motivates people. Katy brought up the point about our work with increasing our knowledge about diversity and inclusion.

The theme of the Annual Meeting is taking matters into our own hands - rallying together as a community - to do what needs to be done to build our own grocery store that fulfills and responds to the needs of the community. Greg sees this trend in our town.

Jen thought that while we are online and while everyone else is online and people could sign up online, we could potentially have a goal during the course of the meeting to announce how many new owners we gained over the course of the meeting.

Review and revise the Community Survey

Lacey asked if everyone had a chance to take the Community Survey. Some had and some hadn't. Jen suggested that if someone is responding to the survey and is not an owner, that we provide them with a link to become an owner.

For the question, Which is your primary grocery store - what are your top two or top three? Woodman's needs to be added. Jen also suggested a couple more questions...When thinking about your primary store, what do you think about these things? When you are thinking about your secondary store, what do you think about these things? Lacey likes that.

With respect to the questions about the mash up of what kind of items do you purchase as well as the later question as to why it is important to you to be an owner of the co-op, Jen feels like we need a question about what need is your primary store NOT meeting? If we look at our first 100 owners, they understand what a co-op is regarding community building. She found this question particularly weird.



Brienne said that some people probably care about what a co-op actually is, she would add one more option to that question..."I just want a grocery store!"

It is a really long survey, per Praveen.

Other suggestions included:

- What do you buy at your primary store?
- What do you buy at your pharmacy?
- If we had a co-op, what would you buy there and what would you still buy from other places?

Lacey will go back to the survey and incorporate everyone's suggestions. In the interest of time, Anne said that she will send Lacey her feedback via email. Jen said it was a very good first draft.

Looking Ahead:

Review timeline for a progress check

Is the impossible timeline still possible? We are tracking in the ideal timeline phase. Greg's concern is that being sensitive to those who thought the impossible was possible! Greg & Brienne thought it would be good if we touched on it at the Annual Meeting. Taking the backside of the impossible timeline. It gives us the opportunity to talk about what it takes for us to move to another stage. We could have everything else ready, but if we weren't at 780, we couldn't launch the capital campaign. This is why we need your help - and we continue the message. The more help we have, the faster we can move along in this timeline. The times when we have stated in our newsletter that we need specific roles filled, but not the actual titles. Are you a writer? Are you someone that likes to speak to people? It is better if we can put it in simple terms to ask people for help. Lacey feels like the timeline is central to our Annual Meeting. Lacey thinks that we can show we are in-between these two timelines and there is room for us to fast track this project. At this rate, we are on this timeline. Unless something changes, this will be when we'll open. It goes to Ron's question.

Is there a way we can convey, with our current number of volunteers, with what we are doing currently, this is when we we will be working - you can predict this is where we are going to be. If we gain this many number of volunteers, that's what it means. We can use it as a tool into "taking matters into our own hands."



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

	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																																																																																																															
"Impossible" Timeline (fast end of FCI estimates)	2B Planning				3A Pre-Construction				3B Construction				P	O																																																																																																																												
"Ideal" Timeline (slower end of the FCI estimates)	2B Planning				3A Pre-Construction				3B Construction				P	O																																																																																																																												
"Extended" Timeline (add 3 months to 2B & 3A estimates)	2B Planning				3A Pre-Construction				3B Construction				P	O																																																																																																																												
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"/> Prep for Capital Campaign <input type="checkbox"/> Secure Site				<input type="checkbox"/> All Financing in Place <input type="checkbox"/> Owner Loans <input type="checkbox"/> Grants <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)				<input type="checkbox"/> Hire GM <input type="checkbox"/> Build <input type="checkbox"/> 100% of Owner Goal (1300)																																																																																																																																	
Key:	site secured with contingencies go/no go line, all capital in place																																																																																																																																									
Stage 2B	<table border="1"> <thead> <tr> <th></th> <th>Milestone</th> <th>Due Date</th> <th>Assigned To</th> <th>Progress</th> </tr> </thead> <tbody> <tr> <td><input type="checkbox"/> Determine ultimate fundraising goal</td> <td>Capital Campaign</td> <td></td> <td></td> <td>0</td> </tr> <tr> <td><input type="checkbox"/> Investigate Legal and Financial Aspects to Membership Loan/Capital Campaign</td> <td>Capital Campaign</td> <td></td> <td></td> <td>50</td> </tr> <tr> <td><input type="checkbox"/> Identify an Attorney with Co-op and Securities Experience</td> <td>Capital Campaign</td> <td></td> <td></td> <td>100</td> </tr> <tr> <td><input type="checkbox"/> Start Planning Owner Capital Campaign</td> <td>Capital Campaign</td> <td></td> <td></td> <td>25</td> </tr> <tr> <td><input type="checkbox"/> Collecting Money, pre-commitments from board and highly engaged owners</td> <td>Capital Campaign</td> <td></td> <td></td> <td>65</td> </tr> <tr> <td><input type="checkbox"/> External Capital</td> <td>Capital Campaign</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Preliminary Contact with Lenders</td> <td>Capital Campaign</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Review Financing Timeline with Lenders</td> <td>Capital Campaign</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Financial sponsorship</td> <td>Capital Campaign</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input checked="" type="checkbox"/> Identify Final Sites</td> <td>Secure Site</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Prepare for Lease Negotiations</td> <td>Secure Site</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Market Study for Final Sites</td> <td>Secure Site</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Negotiate Buy/Lease</td> <td>Secure Site</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Secure Site with Contingencies</td> <td>Secure Site</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Walk-throughs with MSI and draft drawings</td> <td>Secure Site</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Online Outreach Plan</td> <td>60% Ownership Goal</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Events</td> <td>60% Ownership Goal</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Phone Calling Campaign</td> <td>60% Ownership Goal</td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/> Press Releases</td> <td>60% Ownership Goal</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Ongoing relationships with City, UWW, schools, local business owners</td> <td>High Level</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Ongoing relationships with other co-ops, potential vendors,</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>																													Milestone	Due Date	Assigned To	Progress	<input type="checkbox"/> Determine ultimate fundraising goal	Capital Campaign			0	<input type="checkbox"/> Investigate Legal and Financial Aspects to Membership Loan/Capital Campaign	Capital Campaign			50	<input type="checkbox"/> Identify an Attorney with Co-op and Securities Experience	Capital Campaign			100	<input type="checkbox"/> Start Planning Owner Capital Campaign	Capital Campaign			25	<input type="checkbox"/> Collecting Money, pre-commitments from board and highly engaged owners	Capital Campaign			65	<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"/> Financial 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				Ongoing relationships with City, UWW, schools, local business owners	High Level				Ongoing relationships with other co-ops, potential vendors,				
	Milestone	Due Date	Assigned To	Progress																																																																																																																																						
<input type="checkbox"/> Determine ultimate fundraising goal	Capital Campaign			0																																																																																																																																						
<input type="checkbox"/> Investigate Legal and Financial Aspects to Membership Loan/Capital Campaign	Capital Campaign			50																																																																																																																																						
<input type="checkbox"/> Identify an Attorney with Co-op and Securities Experience	Capital Campaign			100																																																																																																																																						
<input type="checkbox"/> Start Planning Owner Capital Campaign	Capital Campaign			25																																																																																																																																						
<input type="checkbox"/> Collecting Money, pre-commitments from board and highly engaged owners	Capital Campaign			65																																																																																																																																						
<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"/> Financial 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																																																																																																																																									
Ongoing relationships with City, UWW, schools, local business owners	High Level																																																																																																																																									
Ongoing relationships with other co-ops, potential vendors,																																																																																																																																										



MEETING MINUTES
Whitewater Grocery Co
Board of Directors

Challenge or Need	Proposed Resource	Assigned To/By	Status	Further Assessment Needed
Capital / Funding	Internal	Finance & Legal, Board, New Capital Campaign Committee (yet to be formed)	Need to identify the total amount of capital needed and sources (by amount).	
Owner Capital Campaign	Finance & Legal Committee	Jen	F&L Committee researching capital campaigns	
Grant Writing	Internal	Brienne	Developing a relationship with the University to help with big grant writing, ongoing search for relevant grants we can apply for	
Lending, Financing	Internal	Needed		When should we start developing relationships with lending institutions?
Board Education & Recruitment	Board Development Committee	Jo	Need to recruit a successor for Jo	
Business Plan	Internal	Praveen	Needs updating with new Market Study info	Does Praveen have the bandwidth to manage this project currently?
Conceptual Plan / Paper	Internal	Jo	Draft completed, has not been updated since 2018	Is this this a necessary project?
Marketing Plan (for start-up phase)	Internal	Outreach & Ownership	Received a plan from Deilee. Door-to-door and in-person outreach stalled due to COVID	Do we need a new, written plan?
Ownership Engagement	Internal	Outreach & Ownership	Katy, Vicki, and Lacey are piloting a phone call campaign to check in with Owners. If it is successful, it will expand to include the whole Board.	When COVID ends, how will we engage Owners through events, volunteer opportunities, etc?
Photos of other co-ops and grocery stores	Internal	Board and volunteers	In progress	Where are we storing these? Do we still need more?
Press Distribution List (including TV stations)		Lacey and Katy	PR Coordinator position is vacant, Lacey and Katy writing and submitting press releases on alternating schedule (6 total per year).	Is this sustainable? A future intern or volunteer may be needed.
Pro Forma Development	Don Moffit, Stuart Reed, Internal	Finance & Legal Committee	Ongoing plugging and analysis	
Project Management (tools/people)	Firebrand-Smart Sheets	Needed	Timeline, board calendar, Google calendar, action items Google Doc	Do we need a tool such as Basecamp or Slack? Do we need a better visual of our tasks within the timeline?
Site Selection Executive Skills	Site Selection Committee	Lacey and Co-Chair	Two rounds complete. Two top sites are identified which are being researched.	Do we need another round to identify any new sites? What about the potential for the CEC?
Challenge or Need	Proposed Resource	Assigned To/By	Status	Further Assessment Needed
Social Media Marketing		Nicole	We need a new leader here due to the recent loss of our intern. Katy is managing this for now.	Tie into overall marketing plan.
Surveys		Ownership & Outreach	Beginning stages of a plan to circulate a survey this summer	Do we need another receipt campaign?
Volunteer Coordinator	Internal	Ownership & Outreach	Katy is currently acting as our volunteer coordinator.	Do we need to transition this role to a new person or committee?
Legal Council	Dorsey & Whitney	Finance & Legal Committee	We have new legal council and also have an attorney on our F&L committee	
Market Research	Keith W, Debbie S	Board	Two completed market studies. Moving forward with results of second one and wisdom of the first one. We will be due for a new one within a year.	Does the possibility of a City/CDA sponsored Market Study change our need for a new one?
Moving Bookkeeping to QB	Finance & Legal Committee	Jen	Transition to Quick Books is complete.	Does Jen need any help maintaining bookkeeping?
Newsletter Contributors	Internal	Katy	Katy creates and distributes our newsletter on a quarterly basis with contributions from the O&O Committee.	Financial resources to mail our newsletter?
Tax Specialist	Wegner CPA	Jen		
Add 3A and 3B Needs				

Closing: Lacey closed out the meeting by concluding that we accomplished a lot tonight. We will work towards releasing the agenda for the Annual Meeting on October 9. Lacey will send out a Doodle Poll to the Board for a practice session tomorrow as well as a draft agenda. President Lacey Reichwald officially adjourned the meeting at 7:28 p.m. The minutes were respectfully submitted to the Board on Wednesday, Oct. 21 by the Board Secretary, Anne Hartwick.