



When: December 08, 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:

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 Katy Wimer at 5:31 p.m.

Board Members Present: Katy Wimer, Greg Majkrzak, Jennifer Crone, Anne Hartwick, Katy Lacey Reichwald, Brienne Diebolt-Brown, CJ Wagner, and Sarah Hoots. Board Members Absent: Elvia Meza-Klosinski

The mission and values for the Whitewater Grocery Co. was read by Anne Hartwick.

Greg moved to approve the agenda. Second by Anne. Motion passed without dissent.

Consent Agenda: Brienne moved to approve the minutes from our November 23rd board meeting. Second by Lacey. Motion passed without dissent.

Administrative: Jen reviewed and entered into the record the monthly Treasurer's Report: Dashboard, Budget, Expenses, and Income. First Jen reviewed expense transactions, a quarterly insurance payment came out, monthly quickbooks and zoom went out, as well as a reimbursement to Vicki for postage for annual meeting. There was also PayPal fees and credit card fees that came out, with credit card fees going through the roof due to the activity from the Ownerpalooza, which is not necessarily a bad thing. As far as income, there were some donations to the Ownerpalooza prize pot. We did have one new donation specifically towards the special access ownership fund. Greg has donated to cost for zoom towards owners meeting, and we also have quite a bit of member equity coming from new owners as well as those making payments. We had our first special access owner apply and go through the process--it went well!! They paid \$25 and then things were moved around on the accounting end to supplement the remaining ownership cost. While reviewing the dashboard Jen pointed out that as of 12/06/20 we had 684 owners. Jen did note that there's a new box in the lower left corner of the dashboard showing the balance remaining in the special access program, currently it is at \$1850 with some earmarked for students, Jen did point out that we need to add something in the special access app to distinguish if it is a student applying. Jen is going to keep track of this amount monthly. Brienne added that she has talked to some professors about nominating students for ownerships so they are in the process of that but it probably won't happen until January due to the schedules of professors. Jen also pointed out that there are 6 owners in arrears and are not expected to pay and that we may want to use the special access program to cover the unpaid part of what they owe. Lacey asked if who and how much is owed could be shared as she may be interested in gifting the rest of their ownership for Christmas. jenwwgroco@gmail.com said she would email that list out to the board (with names and amounts) to see if there is any discussion or willingness to donate towards those in arrears. Member-Owner Vicki Hagstotz jointed the meeting at 5:48pm Lacey pointed out that Jeff & Jacki Hale recently became members and they have been pointed out to be catalysts for helping get things off the ground, Lacey said someone may want to talk to Kristine Zaballos about this, Vicki said that someone may actually want to talk to Ron



as he is the one that got them to join and Katy pointed out that they had already asked Ron for some extra applications. Lacey reiterated that Kristine Zaballos has some ideas for how Jeff and Jackie may best be able to help the GroCo. Anne also added that we may want to look into any adult students who are community members who may want to receive an ownership scholarship as well.

Budget: Jen reviewed the budget for 2021 and there was some discussion on different points of the budget. The budget did come out higher than this year and as a baseline goal Jen thinks we need to be selective and constrained in spending since the number she has now doesn't include some big ticket items. Brienne discussed how O&O budget and that they tried to stay within what they spent last year, she pointed out that advertising is needed a little more due to covid and not having so much face to face. She did say we may be able to find businesses to sponsor some promotional materials to cut back in that category. As far as sellable items, Brienne said she upped the budget for supplies as we are almost out of signs (it was later pointed out that there are plenty more signs at the CEC) and more t-shirts. The annual meeting will need to be revisited again closer to it, it is currently budgeted for face to face vs. virtual. The budget for member packets was kept the same as previous years since it was the same as what has been used in the past and has been enough. Postage did go up since mass mailing is about 20 cents to send out a mass mailing to 2000 people, and we would be able to mail out postcards based on post office information on who would be best to send out mass mailing to. Brienne kept the training and governance budget the same as well. Anne added that we have enough supplies (folders, cards, certificates) for up to 1000 people.

jennwwgroco@gmail.com and annewwwgroco@gmail.com said they would look into exactly how many packets are left and adjust the budget accordingly. Anne said that for training and governance she reached out to Courtney and Jaclyn and that "Up & Coming" would be virtual the 2nd week of may and most likely \$50/person early bird rate, she believes this is a critical item to fundraise or include money for, for 5 or 10 people. Anne also said Courtney believed CCMA would be virtual again, in 2020 it was \$25/ticket with 1 or 2 people going. Anne also asked Jaclyn about onboarding training and she said that that was going to be free but there would also be some classroom courses that would be \$50 each. Brienne suggested cutting down the annual meeting budget to what it was last year (\$300) and that training could be cut by at least half as well. Jen adjusted the budget to reflect twelve \$50 trainings. It was pointed out that there are probably at least 2 full boxes of lawn signs at the office, but that tshirts may need to be ordered. It was brought up by Lacey that we may want to be doing a pre-order and pre-pay for t-shirts or sweatshirts. Anne also suggested a direct mailpiece may be worth sending out due to Covid, and possibly offsetting it with sponsorship.

briennewwwgroco@gmail.com said that she would research doing a tshirt pre-order and that she would stick that on the O&O agenda. After discussions Jen ended up with a \$10k budget.

briennewwwgroco@gmail.com said she would need to research how much it would be to mail out the postcards and that she may need to talk to somebody to get an actual quote on how much it would cost to print postcards with a printed barcode so budget for postage may need to be upped. Brienne said \$1000 is about how much it would cost to send postcard sized mailing to about 4000 people.

Lacey brought up talking about ways to increase our income, possibly with a fundraising committee.

Sarah responded that fundraising is her jam and she would be willing to spearhead the committee.

katywwgroco@gmail.com said she would send an email to Maggie and Jennifer to let them know we are interested in a fundraising committee and see what other owners may have fundraising as their jam as well. Jenn proposed concluding the budget discussion for now and coming up with a revised budget after all the discussion for the board's approval. Jen marked some items as needing follow-up directly on the budget spreadsheet.

Monthly Milestone Update Katy reviewed the current update, mentioning that we are making some big progress. Brienne asked if board members had been asked to make phone calls for Ownerpalooza, Greg suggested an owner in Ohio that likes making phone calls, Greg said he doesn't like talking to people and Lacey still has post traumatic palpitations from working for a debt collector. Anne suggested reaching out to Carolyn Marks (?), Katy said she did attend their training of calling owners but she wasn't sure if she was able to make calls due to a possible tech barrier but that she



will reach out to her. Lacey said Angela Alexi (?) may be interested in making calls as well. Anne reiterated that Carolyn was excellent at talking to people face to face at the Saturday market so maybe find a way to overcome the tech barrier, possibly emailing names and numbers to her.

Capital Campaign Committee Charter Anne shared the charter, which is a mashup of a couple of things--Destinee pulled something non-specific to food coops and Liz Redmond shared her co-ops capital campaign charter, so she translated that as well as something from Katie Novak. Anne said some do a planning and an implementation charter but that this combines both of those things as well as oversight of all the teams involved in the capital campaign project. Anne read the charter and the board gave their input on changes/revisions, edits were made based on board discussion. (Elvia left the meeting around 6:50pm) Anne moved to approve the agenda as edited, Jen seconded the motion, the motion passed without dissent (Elvia was absent for the vote).

Website: Katy shared that she updated the website on Nation Builder, saying that the only issue is that the site is a hot mess on mobile. katywwgroco@gmail.com said she would reach out to Nation Builder to see if there is something formatting wise she is missing that 's not making it mobile friendly. Katy said she will cancel square space. Jen asked if there was anything that could be changed with the Gift Ownership portion because we recently had one that was purchased but couldn't tell who it was purchased for. Greg asked if a donate button would be able to be added. It was discussed to either remove "gift ownership" from the ownership drop-down or add "purchase a gift ownership"

501(c)3 plan Anne said Vicki, Brienne and herself have met a few times about this, and exploring creatoin of a non-profit and created an action item list. Patrick said he would help out filing the form and with researching and creating bylaws specific to a non-profit that has food justice in their mission. Three directors would be needed, Anne suggested having a board member and then 2 community members. It was also suggested keeping the name similar, Anne suggested "Whitewater Grocery Corp 501(c)3" and said that Patrick is reviewing these suggestions as well. Line 5 is a big action item, including defining a mission, although you don't necessarily have to define a mission to file, you really just need a name, a registered agent, and money. Vicki was going to post on the start up food co-op Facebook group asking if there are any food co-ops that had created a non-profit arm for themselves. Anne reached out to Courtney and Jaclyn about this topic, Courtney didn't know of any coop that created a 501(c)3, Jaclyn recommended against it (as she has in the past) but she did say that we may be a guinea pig for this stuff. Anne was able to connect with her sister-in-law Sue Hartwick who is the director of the Ft Atkinson Community Foundation, Anne said she was somewhat dumbstruck at where we are at with the Whitewater Community Foundation. Lacey suggested that maybe there is a disconnect between what we are trying to do and what they think we are trying to do. Anne said that the Rooted Carrot coop in Cedar Falls have set up a fiscal sponsor with not the Cedar Falls Community Foundation but with another regional foundation, she said that Sue said that if we create a non-profit and then work with another non-profit to take on our administrative tasks or activities for investing our funds, taking donations etc it would be called an agency relationship and that that would be much more complicated that creating a special project fund which is what we are trying to do with the Whitewater Community Foundation. Sue strongly suggested we go back to the Whitewater Community Foundation, Anne suggested looking at both ways of doing things and continue research of creating own non-profit as well as setting up special project fund. Vicki said that she reached out to Tom Wickersham from Northeastern Iowa and Rooted Carrot and he is a program director for NE Community Foundation and on the board for the GroCo so it's an "in" thing. Brienne said that she has an appointment to talk to Thayer on Friday and after that she should know more after that. She said she will bring up more that this is a project fund vs. this is money going to a non non-profit. Brienne said she is open to talking to Russ Devitt but not until after she talks to Thayer. Lacey suggested speaking with Thayer first, express where disconnect is, then meet with Thayer and Russ since they have a good working relationship and Thayer may be able to help translate what we are looking for. Anne pointed out there's a Kenosha Foundation link in row 5 that details what is a fiscal sponsor and how you set that up, so somehow she was going to reach out to Kenosha to see



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how their bylaws were set up. Brienne said she only has old bylaws and there was no mention of only supporting 501(c)3s but that she did remember sitting in on that meeting and hearing they were just going to support non-profits. Vicki asked if these laws, like the agency thing, laws that vary state by state or if they are federal, annewgroco@gmail.com said she didn't know but that she would follow-up on that with Sue. So stay tuned!

The board took a musical dance break to celebrate hitting 692 owners. It was discussed not having a late month meeting, everyone agreed that it would be a good time to take a break for the holidays. Jen asked if gift ownerships are still coming with a t-shirt, Anne said yes and that there isn't anything different for a Christmas gift ownership, Lacey thought it was maybe promoted on Facebook as a gift-wrapped thing, Anne thought that at this point it was too late and overwhelming due to the number of new members. It was brought up by Anne that future agenda items should include the Fundraising Committee Charter and the Ownership Management Policy. Jen said that she would share a list of future action items in a separate document while CJ would tag people in action items in the minutes. Jen brought up that late month meeting is where we deal with accountability and that we may need to take current action item list and do a re-haul on it and that it may be a 2nd half of the month agenda item. Katy thought that we had decided to start fresh and to start doing action items that are stated during meetings since past action items didn't apply anymore due to pre-covid stuff. Another future agenda item Anne brought up was the 2021 board calendar, annewgroco@gmail.com and CJ Wagner will work on and present at the January meeting.

Closing: President Wimer officially adjourned the meeting at 7:36 p.m. The minutes were respectfully submitted to the Board on 01/09/21 by the Board Secretary, CJ Wagner.