



MEETING MINUTES  
Whitewater Grocery Co  
Board of Directors

**When:** May 23, 2022 6:30PM - 8:30PM

**Where:** Discover Whitewater Boardroom (150 W Main St.) or on [Zoom](#)

**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.

**Tonight's Purpose:** Review Action Items, Share Up & Coming takeaways, discuss grant next steps, discuss preferred shares

**Agenda 1 (mid-month meeting) is in-depth discussion, Q&A, or board development/education**

**Agenda 2 (late-month meeting) is accountability, policy, governance, and board business**

**Preliminaries:** The meeting was called to order by President Katy Wimer at 6:30 p.m.

Board Members Present: Katy Wimer, Jennifer Crone, Brienne Diebolt-Brown, CJ Wagner, Zach Poepke, Ron Binning, Steve Michaelson and Kathie Fleming. Board Members Absent: None.

The mission and values for the Whitewater Grocery Co. was read by Zach. The intention for this meeting is to review action items, share Up & Coming takeaways, discuss grant next steps, discuss preferred shares.

Member-Owners Natalie Biancalana and Jenna Karsten joined the meeting and was welcomed by Katy.

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

1. Officially start the meeting & welcome
2. Mission/tonight's purpose
3. Owner/Volunteer Comments
4. Approve the agenda/decide on changes
5. Accept and enter into the record minutes from [April 25th](#) BOD meeting. Brienne moved to approve, CJ seconds, passed without dissent.

**Action Items 2022** Updated by Zach

Up & Coming Takeaways

Jen C–

- Attended session with Don Moffit "Impact of capital sources on your pro-forma"--good overview to help understand key parts of what pro-forma tells you, would be a good overview for anyone on the board confused by the pro-forma, breaks it down to basics. (this session was recorded)
- Also had many takeaways from accounting and taxation session. (this session was recorded) They did mention donated property and that that is taxable at the fair market value. Also, further down the road with loans, construction, patronage etc the taxes get much more complicated and the need for a professional will be there.

Kathie–



MEETING MINUTES  
Whitewater Grocery Co  
Board of Directors

- Attended sessions on selecting properties, found that everyone is having problems with properties falling through. Big takeaway is that we need a GM as soon as we can afford it, at least 6mos-1year ahead of store opening.
- Supply chains are taking a long time, so as soon as you sign a lease you should order supplies, refrigeration is taking up to a year to come in.
- Did enjoy solidifying roots and relationship with 7 roots while at the conference.

CJ-

- Attended "Make a case for an ask" where they said to ask large donors to "add a o" to their donation as they have to go through the same process for a \$2000 donation as they do for a \$20000 donation.
- Look at signs for local construction and who is funding it and follow-up with those people for donations.
- Attended "Strategy, Timeline, GO" and received timeline template with quarterly goals and broken down by O&O, Business Development, Governance; JQ suggested filling this out in 2 4-hour sessions (annual retreat). Katy is going to add this timeline to our drive for Brienne to review and possibly fill-out.
- Using phrase "task-force" vs "committees" and making sure you trust your committees to help effectively work through things and don't spend too much time questioning things.
- Attended session with Jillian from Wild Onion who suggested writing up quotes for people and then getting them OK'd, also do press releases for any small thing (Brienne has the press release templates from Jillian) and to recycle content and repost many times since you don't know when someone will see it.

Ron-

- Went to "How startups can effect the local economy", was seated with Scott who is president of Foodshed board. As soon as they started advertising to McHenry county they got more members, had press release about 1st co-op in McHenry county. This made Ron think that since WW is on Walworth/Jefferson County line we could press release to both counties and promote as "1st co-op in both counties".
- On Friday sat in on capital track. Ron will highlight notes and send out to everyone.
- Went to Katie Novak's table and spend 1/2 hour going through Co-App which was eye-opening how connected the whole app is together (calling, reminders, follow-ups) which could make it successful for the Capital Campaign. Brienne added that while fundraising software is not covered by grant money she would argue that this would help with talking to our owners and communication and knowing what touches you've had with owners.

Natalie-

- Went to session on how to make social media more accessible to people with disabilities, like writing image descriptions.
- Went to session with Willy Street co-op session who went over "8 things you should do before opening a store", Natalie will put together notes and send out to group.

Brienne-

- Went to many communication sessions, including a legislation session which was interesting and talked about who to partner with in DC to get legislation passed etc
- Also went to supply chain session, which spoke on distribution and the ecosystem, took away how we need to talk to different levels of the ecosystem and why we are of value to them. Brienne will write something up to share with the group as well.



MEETING MINUTES  
Whitewater Grocery Co  
Board of Directors

Steve–

- Went to GM sessions, Steve liked the realistic and not always positive vibes.
- Spoke with an Amy who was in GM meetings, her feedback was to “keep it simple” and don’t try to overcomplicate things.
- JQ had a meeting where she pointed out there will be a time where you need to write up “who handles this–GM or board”? Steve feels that the board needs to know everything going on that the GM knows.

Jenna–

- Got a lot out of communication and social media classes. Learned newer ways to phrase posts in language that’s exciting.
- “Make the new so fantastic that the old’s obsolete”

Katy–

- Feels like she left with a lot of action items vs in the past left with inspiration but not necessarily knowing what to do with it.
- Board GM relation policy needs to be written.
- Went to “pitch packet” session which was about making an actual 10-25 page packet to put on desk of important people. Katy set a date of July 1 to have a pitch packet done.
- “Vision” session made Katy think about getting an Ends policy done.
- Attended Board Development session with 7 Roots which made her even more relieved and excited to be partnering with them, learned a lot about store and board development.
- Instead of saying “volunteers” saying “organizers” as they use self-organization and are more than what is thought of of volunteers.
- Katy will create a Up&Coming folder for people to put notes in.

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Jen mentioned the need for having more internal controls for what the Treasurer does and feels we need to put it into policy for longevity. Suggested 2 action items–

1. Exec committee putting a plan into place for monthly financial internal review.
2. Develop Board internal controls for finances.

Brienne asked if we would need to get finance & legal committee back up and running again for this, Jen said possibly, but would like it addressed soon.

1. [Grant \\$ Next Steps](#) (promise made of what we would do) and [strategic plan](#)  
Strategic plan is broken down by tasks, we will report back quarterly on how we are progressing on tasks. If first task is not done in 4-6 months we can just report back that it has not been completed yet and take more time to finish. Brienne has talked to the University about helping with the survey in task 4, and the business school can help us with creating and getting out a survey. Brienne did promise the University an opportunity for student support for a letter of recommendation so this would help fulfill that promise. The grant is a 12 month grant so we have 12 months to get things done.
2. Capital Campaign Presentation & Preferred Shares Discussion  
Need to make a formal decision to go with Preferred Shares. Jen said we will need to modify the articles and submit a fee with that amendment that’s related to the value of the shares we are requesting. Ron pointed out that Oshkosh only use loans where Viroqua only used preferred shares, from what Ron has gathered preferred shares are preferable during a Capital Campaign.



MEETING MINUTES  
Whitewater Grocery Co  
Board of Directors

[2022 Board Calendar](#)  
[Project Timeline](#)

[Future agenda requests](#)

- Discussion about grant financing, other sources within the city.

Final thoughts/questions & Adjourn meeting

**Closing:** President Wimer officially adjourned the meeting at 8:12 p.m. The minutes were respectfully submitted to the Board on July 25, 2022 by the Board Secretary, CJ Wagner.