



MEETING MINUTES  
Whitewater Grocery Co  
Board of Directors

**When:** August 23, 2021 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.

**Tonight's Purpose:** ~~Approve a new policy, workshop biz plan, review letters of Intent, hear CC plan update!~~

Agenda 1 (mid-month meeting) is policy, governance, and board development/education.

~~Agenda 2 (late-month meeting) is for BIG topics for in-depth discussion and accountability.~~

**Preliminaries:** The meeting was called to order by President Katy Wimer at 5:32 p.m.

Board Members Present: Katy Wimer, Jennifer Crone, Anne Hartwick, Brienne Diebolt-Brown, Ron Binning, Zach Popke, and CJ Wagner. Board Members Absent: Greg Majkrzak

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

Member-Owner Natalie Biancalana joined the meeting.

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

**Consent Agenda:** Anne moved to approve the minutes from our Second by Ron. Motion passed without dissent.

Motion to approve signing contract for A, B, C for amount of \$14,500 to be signed by 08/18/21 by the board president (vote took place on SLACK) w/ amendment to update to add \$14,500 to budget was passed without dissent.

Review and approve Owner Share Management Policy

Policy was reviewed by the group and amended accordingly. Zac moved to approve policy as amended, second by Brienne. Passed without dissent.

### Business Plan

Reviewed with Kristine

Kristine will be back at the 09/15 meeting.

### Letter of Intent for MSI

Patrick reviewed and suggested we change #4 under Representations, which said something like "GroCo would pay MSI a certain amount of money for the work done so far..." and suggested putting "The parties shall exercise due diligence and mutual good faith throughout" to remove the financial obligation.

It was discussed and a decision was made to share the LOI for MSI to 7 Roots. Anne moved to approve sharing the letter of intent with 7 roots, second by Brienne. Passed without dissent.

Letter of Intent from CDA

Cameron and Kathy have both said they have looked over, Brienne hopes to have an answer by EOD Wednesday.



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Capital Campaign planning update

- [Meeting Notes](#)
- [Articles of Incorporation](#)
- [Bylaws](#)

Katie suggested only having 3-4 members for planning committee, she also brought up that we are limiting ourselves with not having preferred shares as a part of our by-laws and that with the 30 day review parameter in the by-laws it needs to be addressed quickly. Brienne has language from Viroqua and will review it and Oshkosh's on preferred shares to put together an amendment. Ron suggested putting something general about preferred shares in by-laws but then defining it more down the road. It was discussed doing an electronic vote rather than voting on at the annual meeting so that we have a little more time. Jen also suggested revising the articles of incorporation to update from the max number of members that are currently at 1000. Katie Nowak said there could be a fast soft campaign starting October 1 where you go to owners and start raising funds, then when you begin the full campaign you can show what has already been raised, if Oct 1 is not feasible then Katie suggest a Jan 1 for the soft campaign and the full campaign on March 1 as she does not suggest doing November or December for the Capital Campaign. Katy suggested an Action Item of Ron talking to Maggie to obtain a list of volunteers that would fit in well with what is needed for the next phase of the Capital Campaign and will talk about doing a "treats & expertise" event September 12.

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**2021 Board Calendar**

Katy talked about updating "The Brain" by November as she would like to have a board/volunteers party. Anne pointed out that 09/08/21 is the final day for BOD applications and as it stands right now there will be 3 empty seats on the board.

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**Action Items**

It was discussed to have Zach take ownership of the action items while having board members take turns filling in action items.

Requests for future agenda

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**Closing:** President Wimer officially adjourned the meeting at 7:33p.m. The minutes were respectfully submitted to the Board on September 14, 2021 by the Board Secretary, CJ Wagner.