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## Board of Directors Open Session Minutes – January 22, 2024

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President Ashley Fisher called the January 22, 2024, meeting of the Outpost Natural Foods Board of Directors to order at 6:04 pm.

### **Board Members**

Rick Banks – present  
Melissa Drews – present  
Tay Fatke – present  
Ashley Fisher – present  
Rebecca Guralnick – present via video conference  
Jenny Keefe – present via video conference  
Eno Meier – present  
Barbara Merritt – present  
Duncan Shrout – present

### **Management in Attendance**

Ray Simpkins, CEO  
Doshia Troyer, Director of Finance  
Lisa Draeger, Office Manager and Executive Assistant

### **Owners in Attendance**

Rick Daggett, owner #98499  
Stephanie Dernek, owner #69326  
Courtney Langosch, #58184  
Cassandra Papesch, owner #54471  
Tracy Staedter, owner #76786

### **OUTPOST MISSION, READ BY RAY SIMPKINS**

*Outpost Natural Foods exists so that our owners have a healthy, diverse, and sustainable community. We will accomplish this while maintaining the long-term strength of the cooperative. We achieve this goal by making sure that-*

- *The community has access to products and services that promote personal and environmental health.*
- *The community has access to organically and locally produced goods.*
- *The community is educated about choices that impact personal and environmental health.*
- *A community with commerce that is locally owned or locally oriented exists.*
- *The owners have a sense of connectedness, belonging, and fellowship.*
- *The cooperative infrastructure is supported.*



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### **OUTPOST LAND ACKNOWLEDGEMENT, READ BY MELISSA DREWS**

*Outpost Natural Foods acknowledges that our four store locations and central offices occupy the ancestral home of Indigenous peoples who were forced from their land with the arrival of white settlers. These tribal nations include Anishinaabeg (Ojibwe), Kiikaapoi (Kickapoo), Peoria, Bodéwandimiakiwen (Potawatomi), Menominee, Myaamia (Miami), Waazija (Ho-Chunk/Winnebago), and Očhéthi Šakówin (Tatanka Oyate). Descendants and members of these tribal nations continue to live in Milwaukee and its neighboring towns and communities. Many are owners of our co-op and shop at our stores. Their patronage contributes to Outpost's success and the resiliency of our community.*

### **APPROVE AGENDA AND ACCEPT CONSENT ITEMS**

#### **Consent Items**

- December Minutes – Open and Closed Sessions
- Board Accountability Checklist

#### **Agenda**

Ashley Fisher proposed two changes to the agenda: where GM Monitoring and GM FYI appear, change them to CEO Monitoring and CEO FYI. Also, there was a request that in the future the closed session minutes have a little bit more detail about the discussion that took place.

#### **Board Accountability Checklist**

- Ashley noted that a suggestion had been made that we should identify Board training based on responses from the D Policy surveys. Melissa Drews volunteered to take on this work.
- The subject of the "Global Why" is a possible retreat item that Ashley will discuss with the Retreat Committee.
- Ashley asked Ray Simpkins to ensure that the Policy Register reflects the change from GM to CEO and check with Columinate to confirm that there is nothing else that needs to be done regarding the change in title.

With the change to replace mention of GM with CEO in the agenda, Rick Banks made a motion to approve the consent items. Duncan Shrout seconded. The motion passed unanimously.

### **COMMITTEE WORK, BOARD TASKS**

#### **Nominations Committee**

Jenny Keefe reminded the group that they will have to schedule a special meeting to approve the slate of candidates. She will send out an email after the meeting. Ashley reminded the directors to think about whether they are interested in officer positions for next year and asked them to be prepared to declare their interest at the next meeting in February.



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### **Engagement Committee**

Rick Banks confirmed the date for the Annual Meeting, which will be held March 3<sup>rd</sup> at 1:00 p.m. at the Enlightened Brewing Company. The draft minutes from 2023 and the agenda for this year are included in the meeting packet. At the next meeting in February, the committee will provide an outline for talking points on issues that might be of interest to owners at the Annual Meeting. Duncan Shroul volunteered to read the Land Acknowledgement at the meeting.

Ashley pointed out two changes that need to be made to the 2023 Annual Meeting minutes: capitalize general manager on page 1 (Call to Order) and on page 2, change fund raiser to fundraiser. With those two changes as noted, Duncan Shroul made a motion to approve the draft of the 2023 Annual Meeting minutes, and Eno Meier seconded the motion. The motion passed unanimously.

### **DEI Committee**

Barbara Merritt reported that the Committee has submitted a committee charter, which was included in the meeting packet for approval and read at the meeting by Tay Fatke. There was discussion about including work on the Bylaws and Policy Register in the committee's mission to weave in DEI so it can filter throughout the entire organization and provide a framework from which the CEO can base his interpretations for reporting. It was also suggested they schedule meetings quarterly relative to the importance of the topic.

### **BOARD CLOSED SESSION: Begin 6:54 pm**

- Board Year-to-Date Budget Review
- Monitoring Report: B1 Financial

### **BOARD CLOSED SESSION: End 7:35 pm**

Rick Banks made a motion to accept B1 report as compliant and Melissa Drews seconded. The motion passed unanimously.

### **BOARD CLOSED SESSION: Begin 7:37 pm**

- CEO FYI

### **BOARD CLOSED SESSION – End 8:05 pm**

### **FEBRUARY 2024 MEETING PREP**

Review of upcoming agenda items for the February meeting.



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### **BOARD CLOSED SESSION**

- MEETING REVIEW

### **BOARD CLOSED SESSION**

### **ADJOURNMENT**

The meeting adjourned at 8:05 pm

### **NEXT MEETING**

The next Outpost Natural Foods Board meeting is on February 26 at 6:00 pm. Due to limited capacity in the meeting room, owners wishing to attend the meeting will be required to attend virtually. If you are an owner and you wish to attend, contact the Board two business days ahead of the Board meeting for the virtual meeting login information. For guidelines for owners' participation, or to request time on the agenda (at least 10 days in advance), please contact the Board secretary at 414-431-3377, Ext. 221.