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## Board of Directors Open Session Minutes – December 11, 2023

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President Ashley Fisher called the December 11, 2023, meeting of the Outpost Natural Foods Board of Directors to order at 6:02 pm.

### **Board Members**

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

### **Management in Attendance**

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

### **Owners in Attendance**

Carol Creitz, owner #78745

### **Others in Attendance**

Bruce Wegner, Wegner CPAs

### **OUTPOST MISSION, READ BY DUNCAN SHROUT**

*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.*

### **OUTPOST LAND ACKNOWLEDGEMENT, READ BY RICK BANKS**



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*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**

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

Three changes will be made to the November minutes:

1. Under attendance add "Present" next to Doshia Troyer.
2. Land acknowledgement was read by Barbara Merritt.
3. To closed session items, add the sentence, "All agenda items below are occurring within closed session due to proprietary, sensitive, or confidential information."

Duncan Shroul made a motion to approve the agenda and approve the meeting minutes with changes noted. Rick Banks seconded the motion. The motion passed unanimously.

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

#### **Engagement Committee**

Rick Banks confirmed that the date for the Annual Meeting is March 3, 2024, at 1:00 pm. It will be held at the Enlightened Brewing Company.

#### **Nominations Committee**

Jenny Keefe announced that candidate packets are available, and we currently have four applications. She wrote a blog, which will be posted on Wednesday, encouraging people to apply. The January Board meeting will be the last month for candidates to meet the requirement to attend a meeting. There will be a special Board meeting in January to vote on a slate of candidates. Jenny reminded Eno and Duncan that if they want to run again for another term, they must apply by January 6.

#### **DEI Committee Charter Update**



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Barbara Merritt reported they had to postpone the meeting twice, but it is now scheduled for next Monday. Becca Guralnick commented that they have a barebones charter uploaded. She shared some information from Columinate about DEI and Board governance. The committee will review that information and see what they can use to help them create their charter. The charter will be presented at the January meeting.

### **BOARD CLOSED SESSION: Begin 6:26 pm**

*All agenda items below are occurring within closed session due to proprietary, sensitive, or confidential information.*

- Auditor's report

### **BOARD CLOSED SESSION: End at 7:17 pm**

- GM Monitoring: B3 Asset Protection presented by CEO, Ray Simpkins.

Rick Banks made a motion to accept the B3 Asset Protection report as compliant. Barbara Merritt seconded the motion. The motion passed unanimously.

### **BOARD CLOSED SESSION: Begin 7:24 pm**

*All agenda items below are occurring within closed session due to proprietary, sensitive, or confidential information.*

- GM FYI
- B2 Budget and Planning Report
- Meeting Evaluation

### **BOARD CLOSED SESSION: End 7:45 pm**

### **JANUARY 2024 MEETING PREP**

- Review of upcoming agenda items for the January meeting.

### **ADJOURNMENT**

The meeting adjourned at 7:50 pm

### **NEXT MEETING**



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The next Outpost Natural Foods Board meeting is on January 22 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.