



Board of Directors Open Session Minutes – March 25, 2024

President Ashley Fisher called the March 25, 2024, meeting of the Outpost Natural Foods Board of Directors to order at 6:02 pm.

Board Members

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

Management in Attendance

Ray Simpkins, Chief Executive Officer
Lisa Draeger, Office Manager and Executive Assistant

Owners in Attendance

Cassandra Papesh, owner #54471 – present video audio conference

OUTPOST MISSION, READ BY REBECCA GURALNICK

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 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



Board of Directors Open Session Minutes – March 25, 2024

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

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

Ashley Fisher proposed a change to the agenda adding time for an owner question in open session after the B7 Monitoring Report. Jenny Keefe made a motion to accept the agenda with that change, seconded by Rebecca Guralnick. The motion passed unanimously.

A request was made to amend the February 25th closed session meeting minutes by changing the date of the next meeting from February 25 to March 25, 2024. With that change, a motion was made by Melissa Drews to approve all consent items, and Rick Banks seconded. The motion passed unanimously.

COMMITTEE WORK, BOARD TASKS

Nominations

Jenny Keefe confirmed that voting is now open. There was some discussion about the language on the website used to describe the date of voting eligibility. Lisa Draeger will ask Mari Wood, cooperative relations manager, to make this clearer.

Engagement

Rick Banks led an overview of the Annual Meeting. It was agreed that attendance was very good, and the venue seemed popular, although maneuverability was at times challenging. Sunlight through the west windows was also an issue for those in the audience facing the windows. The directors felt the Q&A went very well and complimented Ray on his speech and responses to questions. The feedback on the evaluation surveys was mostly positive. They also noted that there was some interest from owners about running for the Board.

Retreat Committee

The directors finalized the date for the retreat which will be held on Saturday, June 29. The next step is to call Gabriel with National Coop Grocers to facilitate the DEI part of the retreat. Jenny will email the candidates and ask them to pencil in the date.

CEO MONITORING

B7 Communication to the Board



Board of Directors Open Session Minutes – March 25, 2024

Ray Simpkins presented the B7 monitoring report. This is a semi-annual report that demonstrates that the CEO ensures the Board has sufficient information to make decisions in the areas of governance where the Board is accountable to ownership. This is measured through providing and complying with monthly monitoring reports, providing information on legal actions, media coverage, trends, public events, or internal or external changes, and supply for the Board's agenda all actions or decisions required by law. Ray reported compliance with the B7 report.

Rick Banks made a motion to approve the B7 report as compliant, seconded by Duncan Shrout. The motion passed unanimously.

OWNER QUESTION

Cassandra Papesh, owner #54471 had joined the meeting by phone but did not unmute to ask their question when prompted. The Board emailed the owner and also took an unplanned, three-minute break as a courtesy to give the owner a chance to unmute to ask their question. The owner remained unresponsive following the break, and so the Board moved to the next agenda item.

BOARD CLOSED SESSION: Begin 6:58 pm

- Development Committee: Report on Global C Policy Survey Results
- CEO FYI
- Policy Discussion
- Future Planning

BOARD CLOSED SESSION: End at 7:04 pm

Development committee

Melissa Drews presented the Development Committee's findings from the board C Policy survey. Overall themes were highlighted. Of note, there were recommendations to increase the frequency of ongoing trainings for directors and there was an acknowledgment of high-quality board governance and a recommendation to review the board planning calendar regularly.

BOARD CLOSED SESSION – Begin at 7:27 pm

- CEO FYI
- Policy Discussion
- Future Planning
- Meeting Evaluation



Board of Directors Open Session Minutes – March 25, 2024

BOARD CLOSED SESSION: End at 8:15 pm

APRIL 2024 MEETING PREP

Review of upcoming agenda items for the April meeting.

ADJOURNMENT

The meeting adjourned at 8:18 pm

NEXT MEETING

The next Outpost Natural Foods Board meeting is on May 20. Board meetings are held at the Outpost Central Office at 3200 S. 3rd Street, Milwaukee WI 53207, and begin at 6:00 p.m. Owners in good standing are welcome to attend in person without prior approval, although advance notice is appreciated. If an owner wishes to attend virtually, we request notice at least two business days in advance so we can provide you with login information. Your ownership will be checked to make sure it is current, and all owners are considered observers. If you wish to address the Board and be added to the agenda, requests must be made at least 10 days in advance. To request time on the agenda, request to attend virtually, or share your plans to attend in person, please contact the Board secretary at 414-431-3377, ext. 221 or email board@outpost.coop. Please be advised that owners will be asked to leave the meeting during any closed sessions that may be held due to discussion of issues of a confidential or sensitive nature.