



Board of Directors Open Session Minutes – June 23, 2025

President Duncan Shrout called the June 23, 2025, meeting of the Outpost Natural Foods Board of Directors to order at 6:05 pm.

Board Members

Rick Banks – present
Caroline Carter – present
Rick Daggett – present
Tay Fatke – present
Ashley Fisher – present
Rebecca Guralnick – present
Eno Meier – present
Cassandra Papesch – present
Duncan Shrout – present

Management in Attendance

Ray Simpkins, CEO
Lisa Draeger, Office Manager and Executive Assistant

Owners in Attendance

Brenda Washburn, owner #40681

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 ENO MEIER

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 (Lakota). 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

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

Ray Simpkins requested to add an owner request to the agenda.

VOTE: Eno Meier made a motion to add the owner request to the agenda following the B9 Monitoring Report. Rebecca Guralnick seconded the motion. The motion passed unanimously.

VOTE: Rick Banks made a motion to approve the May 19, 2025, open session minutes, seconded by Rick Daggett. The motion passed unanimously.

VOTE: Becca Guralnick made a motion to approve the May 19, 2025 closed session minutes, seconded by Rick Banks. The motion passed unanimously.

COMMITTEE WORK, BOARD TASKS

CCMA Report

Ray Simpkins shared his experience at a session during the CCMA Conference he attended in early June about how Cooperatives can make everyone feel welcome. It included discussion about what makes people feel welcome and what does it really mean ... are we living up to that standard and what are our actions? He discussed the WIC program we are implementing at Capitol Drive and how that initiative came from thinking about addressing the needs of the community and making people feel like they belong.



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DEI Ad Hoc Committee

Becca reported on the committee's decision to take an integrated approach to the DEI work rather than have it remain in the committee. An integrated approach would allow the work to permeate the work of all committees and require a higher level of responsibility of everyone. They plan to continue the ad hoc committee for a year and liaise with other committees about what they can do to incorporate this work. Over the next year, they will review the Bylaws and Policy Register as well as look at committee charters. They plan to draft a commitment statement with which directors will agree and sign annually. This work will require an annual budget to support continuing education.

Development Committee

Tay Fatke reviewed some changes the committee made to their charter. Because DEI work will be incorporated into all the committees, he plans to have the committee update their charter and move approval to the July meeting. Directors were presented with a Training and Responsibilities Acknowledgement Form, whereby they agree to uphold various responsibilities and expectations. There was some discussion regarding its requirements and the time needed to prepare to meet those requirements.

OWNER QUESTIONS

Brenda Washburn, owner #40681, asked how staff are being trained in DEI.

CEO MONITORING

B9 – CEO Succession

The B9 monitoring report demonstrates that the CEO is taking measures to protect the Co-op from sudden loss of CEO services, has one other manager sufficiently familiar with Board and CEO issues and can take over with reasonable proficiency as an interim successor. The report measures:

- Identifying a success to the Board and organization
- Training the successor on the CEO's role in the Co-op
- Ensuring the successor has ongoing contact with the Board
- Identifying development opportunities for the successor to grow their skills and leadership
- Documenting the success plan to the Board
- Maintaining Key Person Insurance to cover an unexpected departure of either party.

Ray Simpkins reviewed the data and reported compliance with the policy.

VOTE: A motion was made by Rick Banks, seconded by Ashley Fisher, to approve the B9 monitoring report as compliant. The motion passed unanimously.



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OWNER REQUEST

Class 2 Stock Redemption

Ray Simpkins asked the Board to approve the return of Class 2 shares to an owner who was reported deceased. There was some discussion about establishing precedent or guidelines for return of Class 2 shares. The Board requested that Ray come up with specific language for future requests that outline the parameters where a request of this nature could be approved, to which he agreed.

VOTE: Rick Banks made a motion to approve the return of Class 2 shares, noting that the owner is deceased, and the Co-op is in stable financial condition. The motion was seconded by Rick Daggett. There were 8 votes in favor and 1 abstention by Becca Guralnick. The motion passed.

JULY MEETING PREP

- Review of upcoming agenda items for the July meeting.

BOARD CLOSED SESSION: Begin at 7:37 pm

- CEO FYI
- Personnel Matter

BOARD CLOSED SESSION: End at 8:00 pm

MEETING EVALUATION

ADJOURNMENT

The meeting adjourned at 8:01 pm

VOTE: Rick Banks made a motion to adjourn the meeting. The motion was seconded by Rick Daggett. There were 8 votes in favor among 8 boards members present. The motion passed.

NEXT MEETING

The Board will vote to approve these minutes at the July 28, 2025, Board meeting. The following Outpost Natural Foods Board meeting is on August 25, 2025, at 6:00 pm.

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,



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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.