



Board of Directors Open Session Minutes – April 29, 2024

President Ashley Fisher called the April 29, 2024, meeting of the Outpost Natural Foods Board of Directors to order at 6:03 pm.

Board Members

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

Management in Attendance

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

Owners in Attendance

Cassandra Papesh, owner #54471 – present via video conference

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.*

OUTPOST LAND ACKNOWLEDGEMENT READ BY RICK BANKS

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



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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.

Directors expressed their gratitude to Jenny Keefe, who is leaving the Board after serving two terms on the Board and served as president for several years. Her dedication, experience, and kindness to others will be missed.

APPROVE AGENDA AND ACCEPT CONSENT ITEMS

Consent Items

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

Duncan Shroul made a motion to approve the agenda and meeting minutes. Rebecca Guralnick seconded. The motion passed unanimously.

COMMITTEE WORK, BOARD TASKS

Nominations Committee

The directors felt we had a well-qualified slate of candidates. There was discussion regarding the fewer number of votes this year and in general how to possibly increase voter participation. Lower participation may have been partially due to the dates being over spring break. Also, mailings to all owners have been done in the past, which is effective, but expensive. They also discussed that all owners may not have a true understanding about the role of the Board, and it was suggested that next year the Nominations Committee look at how they could provide some information to owners about the role and responsibilities of the Board in conjunction with the election.

Directors discussed officer positions and decided on a slate of candidates:

Ashley Fisher – President
Becca Guralnick – Vice President
Melissa Drews – Secretary
Eno Meier – Treasurer

Duncan Shroul made a motion to approve the slate of candidates. Rick Banks seconded, and the motion passed unanimously.

Development Committee

Melissa Drew updated the group on recent activity of the committee, which met earlier in April. They are keeping an eye on Columinate trainings. There is no financial training currently scheduled, but they will



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watch for upcoming classes and CLB training for our newly elected director. Ideally, the Board planning calendar would include a date set as a goal to complete the training. They discussed reinstating Board Buddies, a mentoring program that was in place until a few years ago. Jenny Keefe shared her thoughts about her own experience and recommended that some structure or parameters be set for the mentor. It is especially helpful in understanding the purpose of the Board and conceptualizing policy governance and what that means to their role as a director.

Executive Committee

Ashley Fisher led a discussion to decide on the makeup of a committee to define a process that will fulfill the duty of care and responsibility the Board has to owners who have questions or concerns. This includes a fiduciary responsibility to ensure we cover all legal bases as well. They considered that this could be the Executive Committee, a new Ad Hoc Committee, or the entire Board. It was decided to create an Ad Hoc Committee comprised of the following directors: Ashley Fisher, Duncan Shrout, Becca Guralnick, Eno Meier, and Melissa Drews. Their work will include consultation with a consultant as well. The committee will try to have something prepared by the next meeting.

BOARD CLOSED SESSION: Begin 6:50 pm

- CEO Monitoring: B1 Financial
- Ends Goals and Interpretations
- CEO FYI
- Meeting evaluation

BOARD CLOSED SESSION: End at 7:57 pm

Jenny Keefe made a motion to accept the B1 Financial Report as compliant and Duncan Shrout seconded. The motion passed unanimously.

MAY 2024 MEETING PREP

- Review of upcoming agenda items for the May meeting.

ADJOURNMENT

The meeting adjourned at 8:07 pm

NEXT MEETING

These meeting minutes will be approved at the May 20, 2024, Board meeting. The next Outpost Natural Foods Board meeting is on June 24 at 6:00 pm.



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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.