



Board of Directors Open Session Minutes – May 20, 2024

President Ashley Fisher called the May 20, 2024, meeting of the Outpost Natural Foods Board of Directors to order at 6:07 pm.

Board Members

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

Management in Attendance

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

Owners in Attendance

Cassandra Papesh, owner #54471 – present via video conference

OUTPOST MISSION, READ BY MELISSA DREWS

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 TAY FATKE

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.



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APPROVE AGENDA AND ACCEPT CONSENT ITEMS

Consent Items

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

Secretary Melissa Drews will correct the spelling of her last name in the April minutes. Ashley Fisher asked that the Board’s “Why” project be removed from the Accountability Checklist because that work is being done elsewhere and it is not the work at hand right now.

With those changes, Duncan Shrout made a motion to approve the agenda and meeting minutes. Rick Banks seconded, and the motion passed unanimously.

COMMITTEE WORK, BOARD TASKS

Committee Sign-ups

Directors shared their interest in serving on the various committees. Ashley remarked that there will be a heavy focus on DEI at the Board’s upcoming retreat, and it may give us collective training on how to approach the work of looking at policies with a DEI lens. It will be very important that everyone is present in person for the retreat, especially members of the DEI committee. Also under consideration is providing support for the DEI Committee from a Columinate consultant.

After discussion, the resulting committee makeup is as follows:

Nominations

Rick Banks (chair)
Rick Daggett
Ashley Fisher

Development

Eno Meier (chair)
Becca Guralnick
Melissa Drews

DEI

Barbara Merritt (chair)
Becca Guralnick
Duncan Shrout
Rick Daggett

Engagement

Duncan Shrout (chair)
Barbara Merritt
Tay Fatke

BOARD TRAINING

The Board discussed two articles shared by Ray Simpkins that talked about roles and responsibilities of the Board in support of the CEO. Directors responded by sharing what aspects of the reading was most helpful. They liked hearing the perspectives, stories and anecdotes of the GMs. They appreciated the framework that the GM and the Board are on the same team and noted that a balance exists between the GM and the



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Board. It fits the perspective of having a successful retail operation – “retail is retail.” The thread between the two articles is the GM’s role to provide the information that makes it easy for the Board to make the decisions they need to make. The Board must share the responsibility working collaboratively as one to make these decisions. They expressed interest in the information about confidentiality and personal liability. The articles provided a good reminder that Board represents the collective of the ownership, not any individual constituency. It was suggested that it would be good to incorporate duty of care and duty of loyalty into our vernacular. Conflict of interest as it pertains to employees will be good to keep in mind.

JUNE 2024 MEETING PREP

- Review of upcoming agenda items for the June meeting.

CEO MONITORING

B6 – Staff Treatment and Compensation

This policy addresses issues regarding treatment of staff. It centers around an internal employee survey that was administered in 2024. The monitoring report covers workplace safety; creating policies that enact treatment of staff that is fair, safe and clear; enacting policies that clarify rules, provide for a fair grievance process, and are accessible to all staff; ensuring consistent application of employment policies; ensuring employee records are maintained for each employee; and establishing benefits that are equitable. Directors asked some questions about the rating scales when comparing a 2022 survey to the 2024 survey. They asked for attention to be paid to scores around or below the 70% range. Pay seems to be a bigger issue for people than in the past. Ashley Fisher requested that Ray Simpkins report on what percent of full-time employees will be earning the Livable Wage after the wage increase plan is implemented. Ray will get that information to them.

A motion was made by Rick Banks to accept the report as compliant, and Melissa Drews seconded. The vote was unanimous to approve.

BOARD CLOSED SESSION: Begin at 7:23 pm

- CEO FYI
- Meeting Evaluation

BOARD CLOSED SESSION: End at 7:35 pm

ADJOURNMENT

The meeting adjourned at 7:45 pm.



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NEXT MEETING

The Board will vote to approve these minutes at the June 24, 2024, Board meeting. The next Outpost Natural Foods Board meeting is on July 22 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, 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.