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## Board of Directors Open Session Minutes – November 13, 2023

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President Ashley Fisher called the November 13, 2023, meeting of the Outpost Natural Foods Board of Directors to order at 6:02 pm.

### **Board Members**

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

### **Management in Attendance**

Ray Simpkins, General Manager – present  
Doshia Troyer, Director of Finance – present  
Lisa Draeger, Office Manager and Executive Assistant - present

### **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 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 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**

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

Two revisions were proposed to the October 30, 2023, meeting minutes, as shown below:

*Vote to ~~accepting~~ accept the Ends report as compliant. Duncan Shrout called for a motion to accept the Ends report as ~~non-compliant~~ compliant and Barbara Merritt seconded the motion. The Ends report was accepted as compliant unanimously.*

Also, the following statement will be added to the agenda for closed session agenda items:

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

Duncan Shrout made a motion to accept these revisions and approve the consent items, seconded by Rick Banks. The motion passed unanimously.

### **COMMITTEE WORK**

#### **Nominations Committee**

The Board has reviewed the Elections Calendar, and Rick Banks made a motion to approve the calendar, seconded by Melissa Drews. The motion passed unanimously.

#### **Development Committee**

Review of policy governance - a quiz and brief discussion on article on policy governance provided to board prior to meeting.

### **OWNER COMMUNICATION**

The Board discussed and resolved several issues in response to a memo from an owner regarding minutes and policy governance issues.

1. The May 22, 2023 minutes were revised prior to approval, but the original minutes were posted. They will be replaced with the revised copy.



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2. The September 27, 2023 minutes do not reflect that the B2 Monitoring Report and the Supplemental Information were voted on separately. Subsequently, it was decided to repeat the vote to approve the Capital budget.

Duncan Shroul made a motion to approve the Capital budget as presented by Ray at the September 27, 2023, Board of Directors meeting. Eno Meier seconded the motion, and the motion passed unanimously.

3. A motion was made by Duncan Shroul, seconded by Barbara Merritt, to amend the September 27, 2023, minutes to note that approval of the Capital budget was voted on and approved at the November 13, 2023, meeting.

Ashley Fisher and Eno Meier will review Robert's Rules, and all directors are encouraged to familiarize themselves with them.

### **GM MONITORING**

#### **GM Report – B8 Logistical Support**

Ray Simpkins presented the B8 report, which demonstrates the ways in which the General Manager provides administrative support to the Board. These include such things as support for staffing, communication, maintaining documents, ensuring that owners receive communication about the Board and notification of meetings.

Rick made a motion to accept the report as compliant, and Melissa Drews seconded. The motion passed unanimously.

### **BOARD CLOSED SESSION: Begin 7:23 pm**

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

- GM FYI
- Authorize Class 2 Shares Dividend Distribution
- Patronage Rebate
- Future Planning
- Personnel Matters

### **BOARD CLOSED SESSION: End at 7:31 pm**

A motion was made by Rick Banks, seconded by Eno Meier, to authorize class 2 shares dividend distribution. The motion passed with a majority vote and one abstention (Duncan Shroul).

A motion was made by Duncan Shroul, seconded by Rick Banks, to accept patronage rebate plan pending final audit numbers. The motion passed unanimously.



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**DECEMBER 2023 MEETING PREP**

- Review of upcoming agenda items for the December meeting.

**BOARD CLOSED SESSION: Begin 7:34 pm**

- Meeting Evaluation

**BOARD CLOSED SESSION: End 8:02 pm**

A motion was made by Barbara Merritt, seconded by Melissa Drews, to approve GM compensation plan. The motion passed unanimously.

A motion was made by Rick Banks, seconded by Tay Fatke, to change GM title to CEO, consistent with industry standard. The motion passed unanimously.

**ADJOURNMENT**

The meeting adjourned at 8:05pm

**NEXT MEETING**

The next Outpost Natural Foods Board meeting is on December 11 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.