



---

## Board of Directors Open Session Minutes – December 9, 2024

---

President Ashley Fisher called the December 9, 2024, meeting of the Outpost Natural Foods Board of Directors to order at 6:02 pm.

### **Board Members**

Rick Banks – present

Rick Daggett – present via video conference

Melissa Drews – present

Tay Fatke – present via video conference

Ashley Fisher – present

Rebecca Guralnick – present

Eno Meier – present via video conference (exited at 7:10pm)

Barbara Merritt – present via video conference (joined at 6:30pm)

Duncan Shrout – present

### **Management in Attendance**

Ray Simpkins, CEO

Lisa Draeger, Office Manager and Executive Assistant

Doshia Troyer, Director of Finance

Bruce Mayer, Wegner CPAs – present via video conference

### **Owners in Attendance**

Cassandra Papesh, owner #54471

Christian Wood, owner #52555

### **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).*



---

## Board of Directors Open Session Minutes – December 9, 2024

---

*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**

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

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

### **COMMITTEE WORK, BOARD TASKS**

#### **Nominations Committee**

Ashley Fisher addressed the need to confirm which current board members with expiring terms of service will run as incumbents in the 2025 BOD election. Melissa Drews has decided not to run for a second term on the Board. Rick Banks will run again, so he cannot continue as chair of the Nominations Committee. He will switch places with someone on another committee – to be determined.

#### **Engagement Committee**

Tay Fatke reported that the date of March 9, 2025, is set for the Annual Meeting. It will be held at the Tripoli Shrine Center.

#### **DEI Committee**

Allahah Hines, the consultant who submitted a proposal to help us with DEI work regarding policy governance and Ends, submitted a revised proposal at our request. There was some discussion about the changes to this proposal and how we might anticipate the work to be accomplished.

Duncan Shrout made a motion to approve the six-month contract, seconded by Rick Daggett. The motion passed with 7 in favor and 2 abstentions from Melissa Drews and Eno Meier.

### **JANUARY 2024 MEETING PREP**

- Review of upcoming agenda items for the January meeting.

### **BOARD CLOSED SESSION: Begin at 6:34 pm**

- Auditor's Report
- CEO Monitoring: B3 Asset Protection



---

## Board of Directors Open Session Minutes – December 9, 2024

---

- CEO FYI
- Future Planning
- Meeting Evaluation

### **BOARD CLOSED SESSION: End at 7:59pm**

Voting on B3 Asset Protection – Melissa Drews made a motion to accept the report as compliant, seconded by Duncan Shrout. The motion passed unanimously.

Voting on RFP - Rick Daggett made a motion to approve, seconded by Barbara Merritt. The motion passed unanimously.

### **ADJOURNMENT**

The meeting adjourned at 8:06 pm.

### **NEXT MEETING**

The Board will vote to approve these minutes at the January 27, 2025, Board meeting. The meeting following that is on February 24, 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, 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](mailto: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.