President Ashley Fisher called the February 24, 2025, meeting of the Outpost Natural Foods Board of Directors to order at 6:07 pm.

**Board Members**

Rick Banks – absent

Rick Daggett – present

Tay Fatke – present

Ashley Fisher – present

Rebecca Guralnick – present via video conference

Eno Meier – present

Barbara Merritt – present via video conference

Duncan Shrout – present via audio conference

**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 RICK DAGGETT**

*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 RAY 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.*

**APPROVE AGENDA AND ACCEPT CONSENT ITEMS**

**Consent Items**

* January Minutes – Open and Closed Sessions
* Board Accountability Checklist

Ashley Fisher proposed to amend the agenda to add a vote on an amendment to the November 11, 2024, minutes. The vote taken at the November meeting to approve a patronage rebate to owners and a Class 2 stock dividend to owners of the stock was recorded in the closed meeting minutes, and the amendment is to move the result of the vote to the open meeting minutes.

**VOTE:** With that change, a motion was made to approve the consent items and amendment of the November minutes by Tay Fatke and seconded by Rick Daggett. The motion passed unanimously.

**COMMITTEE WORK, BOARD TASKS**

**Nominations Committee**

Officer Election Cycle

Directors described the various officer roles and expressed their interest in serving in those roles for the upcoming election cycle.

Vacant Board position

**VOTE:** A motion was made by Rick Daggett, seconded by Duncan Shrout, to keep the seat vacated by Melissa Drews open until the next election cycle. The vote to approve was unanimous.

**VOTE:** A **m**otion to accept Eno Meier to act as temporary secretary through this cycle was made by Tay Fatke, seconded by Rick Daggett. The motion passed unanimously.

**Engagement Committee**

Directors discussed assignments to address questions that may come up at the Annual Meeting on March 9. Roles and responsibilities during the meeting were reviewed.

**DEI**

Rebecca Guralnick reported that the committee met with the consultant a few times, who gave them some guidance on revising our charter and articles.

**Development Committee**

Rick Banks will be taking over as chair of Development Committee. The C Policy surveys will be going out to directors soon, and results will be reviewed at the March meeting. Directors still have time to think about whether they want to attend the CCMA Conference.

**Retreat Committee**

The Committee is comprised of Ashley Fisher, Rebecca Guralnick, Eno Meier, and Ray Simpkins. Potential dates are June 7 and 14.

**CEO MONITORING**

B4 – Ownership Rights and Responsibilities

This report demonstrates whether there is compliance by the CEO to protect the rights and responsibilities of owners. This includes implementing an owner equity system, a patronage dividend system, and a patronage dividend system whereby Class 2 stock dividends may be distributed at the discretion of the Board.

**VOTE:** A motion was made by Eno Meier to accept the B4 report as compliant, seconded by Duncan Shrout. The motion passed unanimously.

**MARCH MEETING PREP**

* Review of upcoming agenda items for the March meeting.

**BOARD CLOSED SESSION: Begin at 7:20 pm**

* CEO FYI
* Personnel

**BOARD CLOSED SESSION: End at 8:09 pm**

**ADJOURNMENT**

The meeting adjourned at 8:09 pm.

**NEXT MEETING**

The Board will vote to approve these minutes at the March 31, 2025, Board meeting. The following Outpost Natural Foods Board meeting is on April 28, 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. 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.