



Board of Directors Open Session Minutes – April 28, 2025

Vice President Rebecca Guralnick called the April 28, 2025, meeting of the Outpost Natural Foods Board of Directors to order at 6:04 pm.

Board Members

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

Management in Attendance

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

Becca began the meeting by acknowledging Barbara Merritt's service to the Board, as she is completing her term. And since this Ashley Fisher is leaving her role as president, the Board thanked her for her leadership and many contributions.

OUTPOST MISSION, READ BY DUNCAN SHROUT

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.



Board of Directors Open Session Minutes – April 28, 2025

APPROVE AGENDA AND ACCEPT CONSENT ITEMS

Consent Items

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

VOTE: Rick Banks made a motion, seconded by Rick Daggett to approve the March open session Board meeting minutes. The vote to approve was unanimous.

VOTE: Rick Daggett made a motion, seconded by Duncan Shrout to approve the March closed session Board meeting minutes. The vote to approve was unanimous.

VOTE: Duncan Shrout made a motion, seconded by Rick Banks to approve the April 28, 2025, Board meeting agenda. The vote to approve was unanimous.

COMMITTEE WORK

Engagement Committee

Tay Fatke reviewed the engagement events last year. The committee would like to continue having a presence in the stores. Directors agreed that they thought it benefited the election. Ray also commented that owners engaging with the Board encourages both attendance at the annual meeting and voting.

Retreat Committee

The draft agenda has been submitted, which will include conflict of interest training, focus on the work of the DEI committee, and a discussion of Outpost's "Why?"

Minutes and Motions Ad Hoc Committee

There was discussion about some aspects of the SOP, and decisions were made about the items in question. Lisa Draeger, Office Manager, will update the SOP with those changes and upload them to the Minutes folder on Sharepoint.

DEI Committee

Duncan asked directors to review the draft of the Committee Charter and discussed what they will present at the Board Retreat.

Nominations Committee

Rick Daggett announced that Rick Banks, Cassandra Papesch, and Caroline Carter were elected to the Board of Directors. The total number of votes exceeded last year's by almost 300 votes. Thanks to Mari Wood, Cooperative Relations Manager for her assistance. The committee is working on a more specific SOP for the election process. A summary of the survey that Mari Wood sent to voters will be shared at the next meeting.



Board of Directors Open Session Minutes – April 28, 2025

Development Committee

The directors elected officers for the new term. The results are:

President – Duncan Shrout

Vice President – Becca Guralnick

Secretary – Tay Fatke

Treasurer – Rick Banks

Rick Banks reported on the results of the C policy surveys. There are some inconsistencies in the policies as to when they should be reported out vs. actual practice. There was some discussion about compiling the questions from all the surveys into one survey. Directors are encouraged to explain their responses when they select “disagree.”

The agenda is set for the New Director Orientation on May 12. Ashley Fisher reminded everyone that the training acknowledgement still needs to be signed by current directors.

MAY MEETING PREP

- Review of upcoming agenda items for the May 19 meeting.

BOARD CLOSED SESSION: Begin at 7:20 pm

- CEO Monitoring: B1 Financial
- CEO FYI

BOARD CLOSED SESSION: End at 7:55 pm

VOTE: Duncan Shrout made a motion to approve the B1 Financial report as compliant, seconded by Rick Daggett. The motion passed unanimously.

ADJOURNMENT

The meeting adjourned at 8:02 pm

NEXT MEETING

The Board will vote to approve these minutes at the May 19, 2025, Board meeting. The following Outpost Natural Foods Board meeting is on June 23, 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,



Board of Directors Open Session Minutes – April 28, 2025

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.