

**Ozark Natural Foods
Board Meeting Minutes**
November 26th, 2013
6:30 p.m.

Board Members Present: Joshua Youngblood, Hank Kaminsky,
Tuesday Eastlack, Colleen Pancake,
Sue Graham, Todd Scarborough

Board Members Absent: Danielle Dotson

Staff Members Present: Alysen Land

Facilitator: Kathleen Trotter

Consent agenda

- (November minutes, Refund for estates of owners Marilyn Jones and Frankie Buchanan)
- **Motion made, seconded and carried unanimously** to approve consent agenda

Floor Reports

President's Report:

- Commended the Nominations Committee and Policy Committee for good governance thinking and acting.
- Looking forward to building on the current stability of the board to focus on the future in a systematic and strategic way.
- Recommended moving more routine reports to the consent agenda in order to provide board time for productive high level thinking.
- President's activity for the month-
 - Met with Apple Seeds with Alysen and Tuesday
 - Met with Sue and Kathy to discuss next steps for strategic planning
 - Conferred with KC Tucker (legal counsel) regarding election, bylaw revision

GM Report:

- Employee Survey complete; currently reviewing to determine ways to improve.
- Produce floor completed, looks and functions well.
- Pin Pads have been replaced at the registers.
- Goal for 2014, lower overall sales margin an additional point to 36% (from 37%)
- Sales growth is at 8%
- Capital Budgets for 2014 and 2015 are completed.
- Owner Equity drive raised \$20,000, \$8k more than the goal of \$12k
- Peachtree Accounting System crashed and is being fixed. Board will be updated.

Reporting and Board Decisions

GM Report B.9 Sustainability:

- Report and attachments were sent and reviewed prior to meeting.
- Enthusiastic support was expressed for the interpretation and Sue will pursue creating a newspaper article highlighting the sustainability practices.
- **Motion** to accept the report was **made, seconded and passed unanimously**.

Owner Comment Form

- Owner Comment Form was presented and refined with additions to the form were agreed upon of “Desired Outcome”, and boxes to be checked for either “Information” “Recommendation” or “Complaint or Opportunity”. For follow up, response will be assigned to committees.
- Comment form is to be completed by owners who wish to speak at a board meeting, preferably in advance but may be completed at the meeting.
- Will become a record of the comments.
- Staff will collect forms completed at the store and provide to the board
- **Motion was made, seconded and passed unanimously** to accept Owner Comment form as revised.

Accounting Firm for Audit

- The board reviewed proposals from three CPA firms. Wegner CPA’s was the most affordable and they are very reputable.
- **Motion was made, seconded and passed unanimously** to accept Wegner CPA’s as the 2014 auditors.

Nominations for Board Election

- The Nominations committee presented the results of candidate vetting.
- Affirmed candidate requirement to be a primary owner for 6 months prior to applying.
- Affirmed that conflict of interest does not automatically disqualify a candidate if it is disclosed and the individual does not participate in any related decisions. However, the nature of the conflict makes a difference.
- Affirmed the board’s responsibility to establish criteria for board membership and to evaluate candidates on those criteria (the basis for the scoring system).
- Determined that the board vetting process does not preclude individuals from becoming candidates by securing signatures.
- **Motion made, seconded and passed unanimously** to approve 5 candidates: Rene Rose, Dr. Benjamin Ozanne DC, Tuesday Eastlack, Sue Graham, and Colleen Pancake. (incumbent candidates abstained from this vote)

Discussions

Apple Seeds Agreement

- Tuesday reported on discussions with Apple Seeds leaders and their primary donor regarding ONF participation in the Urban Teaching Garden. A contract is being finalized, to include the items requested by ONF and will be brought to the board for approval in December.
- There was board consensus to empower Tuesday to follow up with this process.

Owner Solutions Committee

- Committee is seeking additional members to provide input from a broader perspective.
- Discussed incentives for participation, like offering food during the meetings.
- Recommends that ONF strive to brand itself for its resiliency and sustainability.
- Suggests setting up Owner Listening Posts in order to collect information to bring to the board.
- Possible future project, to find ways to make successes well known to owners.

Policy Committee

- Committee next working on 5 policies which will be forwarded to the Board for review and input and a board procedure manual.

Strategic Planning Calendar

- Calendar planning includes strategic initiatives, goal setting and periodic discussion.
- Important to make time in the board meetings for strategic discussions.
- The plan ideas need to move beyond ENDS and include objectives
- Three tracks need to be considered
 1. Community Resources
 2. Growth
 3. Sustainability

AOM Planning

- Possible speaker to speak on urban farming.
- Board will have a table to dialogue with owners before the business meeting.
- Long term bylaw changes need to be addressed at the meeting.

Board Policies

D.6 Board President's Role and D.13 Records Policy

- Read and discussed both policies. D.13 needs to be revised and updated. Policy Committee will poll other co-ops to determine their process; look at the option of a board portal for communication.

Upcoming meeting dates

- December 17th, 2014 (date changed because of Christmas)

Meeting adjourned at 9:30pm

Closed Session Discussion – Financial Forum and Strategic Planning process

Owner Comments-

Don – Seeking copies of early 2000's Nutshell newsletters for a particular article. Alysen advised she will research request and get back with Don.

Linda – Requested clarification on agenda items; Commented on the nominations process; Questioned the transfer of deceased owner accounts; Seeks to be on the Owner Solutions Committee.

David – Shared appreciations for the work of the Owner Solutions Committee; Discussing ways to bring additional voices into the conversations to be heard; Feels great things are going to develop because of it.