

**Ozark Natural Foods**  
**Board Meeting Minutes**  
December 17th, 2013  
6:30 p.m.

Board Members Present: Joshua Youngblood, Hank Kaminsky,  
Tuesday Eastlack, Colleen Pancake,  
Sue Graham, Danielle Dotson

Board Members Absent: Todd Scarborough

Staff Members Present: Alysén Land

Facilitator: Kathleen Trotter

### **Consent Agenda**

- (December minutes, change Nomination Committee to Perpetuation Committee)
- **Motion made, seconded and unanimously carried** to approve consent agenda.

### **Floor Reports**

#### President's Report:

- Met with management and Iberia Bank representatives for additional investment options.
- Successful Farmers Dinner, was well attended, appreciation was expressed.
- Responded to Owner's request to receive scores on candidate interview questions. (See Owner Comments) and discussed with the board. Request added to the agenda for a board decision.

#### GM Report:

- Highlighted the written report on successful Thanksgiving, Black Friday sales and the sales during icy weather.
- Noted that store employees volunteered for Thanksgiving shifts.
- Provided an update to recovery of financial data after Peachtree crash. 2013 finances will have to be rebuilt. Summaries for 2012 will be entered for comparisons.
- Computer back-ups now happen twice a week.
- New relationship with Iberia Bank. Rep, Keaton Smith, sought ONF business. Bank has the resources ONF needed. An ICS (insured cash sweep) was opened at Iberia Bank for \$250,000 which provides interest, is insured and available on short notice.

### **Reporting and Board Decisions**

#### ENDS report:

Much positive discussion with elaboration by GM to these questions and comments:

- Cost of recycling and relationship to the city project.
- Increase in animal feed sales.
- ONF has more than 100 employees now- significant benchmark
- Purchased \$1.6 million from LOCAL producers and vendors in 2013
- Report and attachments were sent and reviewed prior to meeting.
- **Motion** to accept the report was **made, seconded and passed unanimously.**

### Revised ENDS Language:

- The board reviewed the revised language proposed by the policy committee that makes the ENDS speak to what benefit, and to whom. (Revised ENDS attached).
- **Motion made, seconded and unanimously carried** to approve proposed ENDS revision.

### Deceased Ownership/Transfer

- **Motion to approve the transfer of account** from Patricia Brigman (deceased) to David Brigman (surviving spouse) **was made, seconded and carried unanimously.**

### Patronage Recommendation

- 2013 was a good year financially, and because of that management recommends that more than the typical 20% be paid out.
- Completion of a 2014 Market study of the Northwest Arkansas corridor will guide decisions about expansion, new projects, and will affect the capital needed in future, therefore the GM recommended to retain 2006 patronage for future dispersal.
- **Motion made, seconded and unanimously carried** to approve recommendation to retain 50% and refund 50% of the 2013 patronage.
- **Motion made, seconded and unanimously carried** to retain the 2006 retained patronage for future dispersal.

### Candidate Scores from Nominations Committee Interview

- The Board discussed the request to release a candidate's matrix scores from their Nominations Committee interview.
- **Motion was made and seconded** to release requested scores to this candidate alone with the names of nomination committee members removed.
- **Motion carried** 4/2.

## **Discussion**

### January 18th Financial Forum

- Gary (Finance Manager) and Sue (Treasurer) will co-facilitate the meeting and prepare a presentation.
- Include in discussion potential uses for the 2006 retained patronage and build on the process of visioning.
- Theme will be to address "Financial State of the Co-op" in relation to "Vision for the Future".

### Owner Solutions Committee

- New owners will be attending the January committee meeting.
- Ideas for connecting with owners include a Talking Post, possibly at 1st Saturday
- Another idea being discussed is developing a history of the co-op both oral and written by founding members (collect photos, etc.) to add to what has already been compiled by staff.

### Policy Committee

- Committee needs comments from board members on proposed policies.
- Expect to be ready to vote on some policies in January.

### Apple Seeds Contract

- Received an update from Apple Seeds.
- \$5,000 check was presented to Apple Seeds for the 2013 contribution.
- Will continue to develop a written agreement between Apple Seeds and ONF to be in effect before further funds are released.

#### NWA Free Health Clinic Request

- The Board received a request for ONF to consider being a corporate sponsor (donate money) to the Free Health Center.
- The Board determined guidelines need to be established for these types of requests.
- The Board determined this is an operational issue and empowered Alysén to handle the request.
- Joshua was empowered by the board to respond to the request and convey the discussion from the meeting.

#### AOM Board Table

- The Board will have a table at AOM from 11-12:30 with the 4 Board members not up for reelection present at the table.
- AOM will have a '50's theme

### **Board Policies**

#### D.7 Vice Presidents Role D.8 Secretary's Role

- Read and discussed D.7-Vice President's role. Commended Tuesday for her work as VP. Determined that item "a" needs to be revised to reflect the current practice of contracting election supervision.
- Read and discussed D.8-Secretary's role. Need to review and revise A.1 to match current practice.

### **Upcoming meeting dates**

- January 28th 2014

### **Meeting adjourned at 8:45pm**

#### Owner Comments:

Owner comment form language was finalized based on consensus and will be available in January.

Linda- took issue with the board process for nominating board candidates. Requested the documentation and scoring sheets (matrix) pertaining to her candidacy. Request was added to the agenda.

## Approved **ONF ENDS** statement for **2014**

**Ozark Natural Foods is a pro-active and vital member of the community, where:**

**Owners and potential owners have affordable food, resources, and services available to them;**

**A Cooperative network of local producers will be fostered by Ozark Natural Foods;**

**Owners and potential owners will be informed about cooperative principles and values, relevant environmental, food, and consumer issues, and the coop's long-term vision;**

**Owners and potential owners will be assured of consistently maintained organic food integrity and food safety standards;**

**Because of Ozark Natural Foods, Northwest Arkansas has a healthier environment and stronger cooperative economics.**