

**Ozark Natural Foods  
Board Meeting Minutes**  
Monday June 23<sup>rd</sup>, 2014  
6:30 p.m.

Board Members Present: Joshua Youngblood, Hank Kaminsky,  
Tuesday Eastlack, Colleen Pancake,  
Ben Ozanne, Danielle Dotson, Todd Scarborough

Board Members Absent:

Staff Members Present: Alysén Land, Mike Anzalone, Alexa McGriff

Facilitator: Kathleen Trotter

**Owner Comments**  
(See addendum)

**Consent Agenda**

Minutes were moved from the consent agenda to the decision section for discussion.

**Floor Reports**

President's Report:

- Received many owner comments this month, including a request for veterans discount, 2 comments requesting the senior discount be available to non-owners, a request to include Friday's on OAW's, and a request for ONF to open a store in Branson, MO.
- Met with Thane (CDS consultant) at CCMA and had good discussion regarding board dynamics, challenges, and the coming board retreat agenda.

GM Report: (by Mike Anzalone; Store Manager)

- Reported that the Conference Center is vacated and the lease will expire soon.
- The space next door will now be referred to as the Expansion Space.
- CDS visited to discuss ideas/create several plans for the Expansion Space including retail, office space, coolers and exploring other possibilities such as a teaching kitchen and community room.
- Three Conferences were attended by some staff this month for training, discussions, and idea-sharing; CCMA, Marketing Matters and P6.
- P6 is an organization to distinguish cooperatives from other natural food businesses based on the 6<sup>th</sup> cooperative principle, "Cooperation Among Cooperatives".
- Staff participated in the formation of the P6 cooperative and signed the bylaws to join the movement. P6 co-op signed their Articles of Incorporation at that conference.
- After lowering margins for the last 3 years, ONF now creating new pricing strategies as exercise with staff rather than just applying a margin. Focusing on deals.
- Recognized ONF's Marketing Dept. and Alexa McGriff and for her excellent social media outreach as well as her recent presentation at Marketing Matters.
- Re: Tabling decision- shared the concern of staff about a perception of favoritism when one group is approved and another not. Staff has been put on the spot to answer questions regarding this.

## Reporting and Board Decisions

### B.6 Management Continuity:

- Report and attachments were sent and reviewed prior to meeting.
- Mike Anzalone presented the report and answered questions from the Board.
- **Motion** to accept the report was **made, seconded and passed unanimously.**

### May Minutes:

- Colleen read the revised May minutes.
- **Motion** to accept the minutes was **made, seconded and passed unanimously.**

### Board Decision from Closed Session May 27th:

- **Motion** was made to allow this particular issue of petitioning for the three days requested and to give the GM discretion to set parameters for the group and to place them somewhere outside the store. Motion was seconded and approved 5 ayes and 1 nay.

### Bylaw and Policy Committee:

- Committee reviewing sections of the Bylaws, sending updates in committee minutes. Board and legal counsel will need to review Bylaws later this year in detail.
- File sharing or some form of digital archives is being discussed. A proposal will be created.
- Committee noted that Bylaw revision needs to be on the Retreat agenda.
- Committee meetings will be on the Monday following the board meeting at 2:00PM.

## Discussions

### 2015 AOM and Election schedule:

- A proposed schedule has been completed and new proposed dates included a May deadline for candidates and opening the voting in September.
- Legal Council will have to review proposal to ensure it's aligned with bylaws.
- GM will work with Marketing Dept. to quickly poll Owners for feedback on the proposed dates/changes using positive language.

### Board Retreat Aug 3<sup>rd</sup>. 2014

- The new Expansion space would be a good location for the retreat.
- Agenda items include Bylaws rollout, revised calendar, board/management separation of duties, and objectives for the year.

### Board Recruitment:

- It was confirmed the Nominations Committee, is comprised of (chair) Hank Kaminsky, Ben Ozanne, Colleen Pancake, Nancy Starr and Todd Scarborough.
- Hank is up for re-election and will recuse himself from the committee once the application process begins if he chooses to run again.
- Thursday, July 17<sup>th</sup>, at 12:00 will be the next committee meeting.

### Annual GM Evaluation:

Beginning the preparation; Tuesday reported the requirements and process.

### Board Education: Report Highlights from CCMA (Joshua, Danielle, Mike)

- How to reach others that are not in the co-op community.
- How to build a co-op community by thinking outside cultural lines/boundaries.
- How to reach people through co-ops, provide an integrated approach
- Succession planning for boards
- Four Pillars of Co-op Governance- all emphasized owner participation
- Food Justice-related to “basics” program
- Tours of a test kitchen, and of CUNA Mutual Credit Union (a co-op)
- Expansion project; the stages of expansion and the roles of staff and board in the process.

### **Board Policies**

#### C.2 Accountability to the GM & D.3 Board Annual Agenda

- The board discussed the policies and evaluated how they are doing based on the policy guidelines.
- Annual Calendar was tabled until the retreat and the August board meeting.

### **Upcoming meeting dates**

- July 22<sup>nd</sup>, 2014

**Meeting adjourned at 8:45 pm**

### **Owner Comments**

**Nancy** commented that she had a few concerns regarding the vetting process and did not believe the Nominating committee was “subjective”. She also noted that it was not appropriate for staff to vote in the vetting process, but only to provide support to the Nom Comm process. These issues will be discussed at the Nominations Committee Meeting.