

**Ozark Natural Foods
Board Meeting Minutes**
Tuesday October 28th, 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: Gary Cook, Jerry Huddleston

Facilitator: Kathleen Trotter

Consent Agenda

- (September 23, 2014 Minutes, approve transfer of the Owner account of Judy Wadsworth (deceased) to Gregory Gambill, approve of transfer of the Owner account of Pualli Wilson (deceased) to Patricia Wilson)
- **Motion** to accept the consent agenda was **made, seconded and passed unanimously**.

Floor Reports

President's Report:

- Acknowledged request from Little Rock realtor, to be addressed in closed session.
- Composed and sent letter to owner concerned with store solicitation policy.
- Met with CDS and local consultant about bylaws and how to translate owner input from recent forums to actionable items in the store.

GM Report (Gary Cook):

- Contacted by auditors; preparing materials; expect them to visit for a week at the end of February with a tentative date of having results by the end of March.
- Filed unclaimed property funds, (99% returned, sent \$5704 in unclaimed funds to the state).
- 8% slowdown in sales during BBBQ which was less than last year.
- Hired a new graphics designer.
- Overlaying new concrete floor in the Expansion Space.
- Installed new LED lights in the freezers, new track lights in the deli seating area.
- OAW went smoothly, sales total \$173,000; down 4% from previous year.
- Office space planning has begun for the Expansion Space with a target completion date of April 2015
- October is Owner Equity Drive and over \$12,000 has been raised. Cashiers are having a competition contest to reward the cashier generating the most.

Reporting and Board Decisions

B.3 Financial Condition:

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

Return of Owner Patronage request by Deborah Byron:

- The Board reviewed a request by Deborah Byron for her Owner Retained Patronage to be returned in a lump sum due to medical hardship.
- **Motion was made seconded and passed unanimously** to approve Deborah's request.
- Noted that a decision to return lump sum amounts must be made on a case at a time and that this was not a binding precedent.

Apple Seeds donation request:

- Consensus in Oct. 15 board discussion of Apple Seeds request was to vote publicly at next meeting.
- **Motion was made** to donate \$20,000 to Apple Seeds for FYE 2015 with \$15,000 going towards their programs and an additional \$5,000 to be allocated to strengthen the relationship between organizations through mutually beneficial promotional activities. **Motion was seconded and passed unanimously.**

Bylaw & Policy Committee:

- Closed session Board meeting held on October 15th to discuss the proposed bylaws.
- President and Secretary will meet with Legal counsel to review the questions for them.
- Nutshell article submitted to alert owners of the proposed changes.
- Planning a Bylaws forum in March to discuss bylaws with owners.
- Board Portal is active and committees can start using the Portal to document Committee minutes, agenda's and chronology.

Perpetuation Committee:

- Still discussing the vetting process to determine whether board candidates will be "judged" at all.
- List of qualification will be determined by yes/no responses; interview question will relate to qualifications.
- Will also require references both professional and personal.
- Next step- to develop the application and to identify the values that relate to board membership.

Owner Solutions Committee:

- New committee member, Carlos Ocho
- Discussed the Expansion Forum and how future topic based forums could be structured for new participants and better feedback.
- Discussed possibility of ONF helping "Razorbucks" be accepted at ONF and/or the farmers markets.
- Discussed the co-op's policy regarding political speeches, and the need to have policies for the future community room.
- Educational opportunities; Considered the potential of partnering with student and local non-profits
- Brainstormed ideas for 'kid friendly' outreach opportunities as well as family friendly events.

Strategic Planning Committee

- December 6th and 7th Forum, a table in the store atrium will be staffed by board members to engage owners about the coming expansion plans. Noon until 3 or 4

- A bigger display closer to the deli seating area, announcing the expansion plans would help inform owners about the plans.

Discussion

Expansion proposal for Day Care Co-op by Jeremy TenHaken:

- A follow up discussion after the Expansion forum.
- Rationale for the proposal:
 - . The community needs more co-ops because they are a healthy, viable business model.
 - . ONF has the expertise and resources to sponsor the development of Co-op's.
 - . A Day Care Co-op would meet community needs, could be located in the expansion space while it grows, then could move, freeing up the space for other enterprises.
- Jeremy felt that a successful co-op should help create other co-ops.

November Linkage Dinner:

- The November "Gratefulness" Linkage dinner is set for Monday, November 10th at 6pm at the ONF cafe.
- Invitations went out to owners ages 35 and under.
- Topic will be Expansion Space ideas.

BOD Education Sustainability:

- Jerry Huddleston presented the SIMS tool- Sustainability Impact Measurement Software, which allows co-ops across the country to upload their sustainability data, track progress and compare the scores to other co-ops across the country.
- Recently purchased and installed; being used NCGA-wide for co-op's to upload sustainability data for comparison and to share best practices.
- ONF has been tracking data since 2006, very little added workload.

Board Policies

D-11 Governance Investment:

The Board came to a consensus to renew the CDS contract.

Upcoming meeting dates

- November 25th, 2014

Meeting adjourned at 8:40 pm

Board moved into closed session at 8:40pm

Owner Comments

There were no owner comments.

