

**Ozark Natural Foods
Board Meeting Minutes**
Tuesday February 24th, 2015
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, Gary Cook

Facilitator: Kathleen Trotter

Consent Agenda

Minutes and Change of Ownership from Coger (deceased) to his heir:

- January 27, 2015 minutes
- Change in ownership from James Coger (deceased) to his heir Barbara Goodman
- **Motion** to accept the consent agenda was **made, seconded and passed unanimously**

Floor Reports

President's Report:

- Reported that 4 board members will go to CCMA- Joshua, Danielle, Hank and Ben
- Emphasized the importance of 101 training for all board members
- Met with CDS consultant Thane, to discuss how to approach and communicate with owners regarding the proposed bylaw changes.
- Thanked board members for productive committee meetings and email discussions.
- Noted the lunch invitation to the "Feed Fayetteville" discussion.
- Danielle, Josh and Mike met new auditors, arranging a meeting with other interested board members.
- Proud that the U of A sought Pauline Theissons' (Produce Manager) expertise regarding small farm economics etc.

GM Report:

- Met with architect and reviewed two proposed plans for the expansion space.
- Congratulated Jerry Huddleston for being chosen to present at CCMA.
- Reported that Gary Cook (Financial Manager) has been busy with auditor meetings.
- P6 confirmed ONF hosting the Annual Meeting in May, Pauline Theissen (Produce Manager) is the ONF representative to the national P6 program.
- Grocery orders and deliveries have been delayed due to weather.
- Requested board article for April Mini-Nut (due March 1) Earth Day theme

Reporting and Board Decisions

B1 Staff Relations:

- Report and attachments were sent and reviewed prior to meeting.
- Alysén presented the report and answered questions from the Board.
- Noted increased compensation based on regular schedule.
- Reviewed accident rates related to worker comp.

- Next staff survey will be done October 2015 by Melanie Reed from CDS
- **Motion** to accept the B1 report was **made, seconded and passed unanimously.**

Perpetuation Committee:

- April 9 dinner at OMNI for potential candidates to ask board members questions.
- Discussed how to encourage owners to explore being a candidate for the board.

Strategic Direction Committee:

- Ideas to be discussed in a closed session.
- Noted the importance of not implementing a grand idea in the near future, retaining the resources and flexibility to apply them to best advantage in light of competition coming into the area in the coming year.

Approve By-Laws Revisions for Owners Review

- Policy/Bylaws committee reviewed the process to help facilitate the communications of proposed bylaw changes to ownership and collect owner feedback.
- Finalizing will occur after owner review and feedback.
- **Motion** to approve the bylaw changes for owners review was **made, seconded and passed unanimously.**

Change of ownership from Pijanowski (deceased) to spouse

- Board reviewed a request for change of ownership due to deceased owner.
- Motion to accept request for change of ownership from Kimberly Pijanowski (deceased) to spouse John Pijanowski was **made, seconded and passed unanimously.**

Letter to Primary/Secondary Owners Accounts:

- During the February 3rd Bylaw meeting with legal counsel the board reviewed the held over split/family accounts and requested the GM to have drafted a letter to verify the standing of these accounts and to include options on proposed account changes.
- After verifying their status (current, divorced, deceased) the current linked accounts will be split so that both individuals will be owners', equity will be divided evenly and no further investment will be required.
- **Motion to approve** the letter (with minor change) regarding clarifying the grandfathered split accounts, was **made, seconded and passed unanimously.**

Discussions

Participation in CDF Foundation:

- ONF will not be donating to the CDF Foundation this year.
- Alysen recommended and Board concurred with the concept of assisting the inception of a local non-profit foundation with a minimal amount of ONF seed money that could then in future support opportunities such as small farmers loans, co-op start-ups, and other ideas that support small/ local cooperatives.
- After discussion there was consensus to wait until the impact from Whole Foods was measured and to prepare for the potential of a foundation by establishing the governing structure and the necessary steps to 501c3 status.

Annual Linkage Plan:

- Continue with Board Dinners to link with owners.
- Dinners will be scheduled in May, November and January with each dinner targeting a different demographic and the final dinner linking previous two dinners together.

Owner Feedback on Expansion Space:

- Owner comments sent to the Gmail account for expansion ideas (compiled and distributed by Danielle) included more deli selection, fresh meat and seafood, expanded gift and book selection, expanded housewares and cheese selection.
- Over 200 comments were received

Board Policies

Board Policy D5 Board Monitoring

- The board reviewed and discussed the policy. Some board members felt that the process and decisions might need to be more data driven, but agreed that any process or system should only help to make the board more effective.

Upcoming meeting dates

- March Board Meeting- March 31st, 2015

Meeting adjourned at 8:42 pm

Owner Comments

Sue proposed a policy to assure that potential owners understand and can comply with ownership requirements in order to be nominated as a candidate. Discussed by board in relation to current changes in policies and nomination requirements.

Linda expressed concern about the practice of the transfer of ownership to the spouse/partner/heir of deceased owners when requested in relation to current bylaws. She also expressed concern about the change of the AOM date from Saturday to Sunday of the same weekend in September and believes that quorum will be difficult to achieve.

Jeremy requested that the battery recycling drop off resume at the store; expressed concern about quorum at AOM and wants to ensure that that rule stays in place to encourage and emphasize the importance of owner participation in the decisions of the cooperative and also requested that the board put in place solid policies and procedures to keep future boards from rogue decisions that circumvent proper process.