

Ozark Natural Foods
Board Meeting Minutes
Tuesday March 31st, 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: Alysen Land,

Facilitator: Kathleen Trotter

Consent Agenda

February 24, 2015 Minutes:

- **Motion** to accept the consent agenda was **made, seconded and passed unanimously.**

Floor Reports

President's Report:

- Visited two other co-ops while traveling to Portland, Oregon.
- Received several owner comments regarding-
 - Question about the store margins
 - Desire for more deli offerings for dinner
 - Desire for senior discounts
 - Request to locate a store in River Valley area
 - Question from owner about promissory note
- Discussions with CDS consultant Thane regarding-
 - Shared appreciation that ONF invests in co-op education
 - Set a tentative summer retreat date- July 18 TBD
 - Recommended using the Co-op Café' as an educational opportunity
- Discussed the criticism of contributing to Apple Seeds. Clarified this was a budgeted donation (not a grant) to support an organization that furthers the mission of ONF and aligns both missions to the triple bottom line, (people, planet, prosperity).
- Shared Tuesday's suggestion to use the May meeting as a time of celebration with the board and management team (placed on the agenda).

GM Report:

- Thorough Audit produced good suggestions which are being implemented.
- Will be attending National Cooperative Grocer Associations meeting next week with a theme of competition facing cooperatives.
- Full staff meeting took place March 15th with all ONF employees in attendance.
- Owner Surveys will be mailed out within the next few days.
- Patronage Refund Checks have been printed and ready to mail.
- Sales have dropped between 8%-13% in the three weeks Natural Grocer has been open.

Reporting and Board Decisions

B5 GM Communication and Counsel to the Board:

- Report and attachments were sent and reviewed prior to meeting.
- Thorough discussion; mutual appreciation for open dialogue in a threat-free environment among board members and with the GM.
- **Motion** to accept the report was **made, seconded and passed unanimously.**

Owner Solutions Committee:

- Met and had a good conversation about staff perspective on expansion space.

Perpetuation Committee:

- Hank has stepped off the committee due to being a potential candidate.
- Committee is now: Ben (Chair), Todd, Colleen, Nancy Starr and Lisa Garret.
- Candidate dinner at the Omni Center April 9th.

Strategic Direction Committee:

- Continuing to evaluate the options that provide the best potential for expansion in the future; to position ONF against the competition.
- Recommend that the board and management narrow the options to priority strategies and move forward soon.

Discussions

Expansion Update:

- Hired Milestone Construction to develop costs for the office construction; will evaluate when cost estimates are presented; in the process of selecting engineers
- Chose the floor plan for the offices and electrical room.
- Expansion Committee has begun a mock-up floor plan.

Management/Board Dinner:

- **Consensus** was reached after discussion **to substitute a board/management staff celebration evening in place of the May board meeting.**
- May 21, 6:30PM, place TBD
- Monitoring report for May will be reviewed in April and April minutes as well as May's review of board policies will be addressed in June.

Bylaws Rollout Review

- Article for May Nutshell will be about the bylaws
- Bylaw blog has been started, needs board member contributions.
- Current bylaws, proposed bylaws and soon a PowerPoint presentation; posted on the website for information.
- April 25th- second opportunity to dialogue with owners in the store foyer; primary purpose is to alert as many owners as possible about the process, encourage them to review and comment.
- May 24th – Noon-3pm, dialogue with owner in the Deli area, take comments
- June 25th Forum at Omni Center to address questions and comments that have been heard; note any changes based on owner comments to date.
- All owner comments will be compiled and listed in a report by the board Secretary.

Board Education

- Viewed and discussed Co-op Café Portland video

Board Policies

Board Policy D14-Board Benefits

- The board reviewed and discussed the policy.
- Acknowledged continuing discussion about a stipend, especially for the president and secretary but did not recommend a change at this time.

Upcoming meeting dates

- April Board Meeting- April 28th

Meeting adjourned at 8:45 pm

Owner Comments

Linda expressed concern about what she considers un-business like conduct by a board member at the recent bylaw forum in the vestibule and called for their resignation. She also reiterated the she feels the Board is not following the bylaws.

Sue expressed her concern that meeting in the vestibule for bylaw forums lacked opportunity for dialog. Recommended that more meetings with owners about the bylaws with a chance for dialog and in a location more conducive to discussion.

David expressed his concern regarding the policy about political fliers and what he felt was political censorship on the community board by management. He also expressed concern about the “grants” given to Apple Seeds and read an email sent by longtime owner Dennis expressing concern about “grants” given without owner approval and proposed owners be informed and make decisions regarding donations over \$500.