

**Ozark Natural Foods
Board Meeting Minutes**
Tuesday April 28th, 2015
6:30 p.m.

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

Board Members Absent:

Staff Members Present: Alysen Land, Gary Cook, Mike Anzalone

Consent Agenda

Minutes and return of equity for deceased owner to POA:

- March 31, 2015 Minutes
- Return of requested equity for Marilyn Yoder (deceased) to Steve McClure, POA
- **Motion** to accept the consent agenda as amended was **made, seconded and passed unanimously**

Floor Reports

President's Report:

- Reported on meeting with Owners David Druding and Dennis Lawson
 - Need to continue to interpret return of equity policy
 - Need to review vetting of Board candidates and understand perceptions
 - Suggests that board and management together address the policies of a Community Bulletin Board and the idea of "free speech"
- Reiterated how proud he is of ONF's partnership with Apple Seeds to educate a future generation of children while providing excellent visibility for ONF's values and empowering an ONF END
- Recognized Mike Anzalone for Mentorship of a co-op startup in Little Rock.
- Owners complaints about the reduced patronage refund returned will require more communication to express the prudent decision to not expend resources until the effect of competition is quantified
- Met with Thane (CDS consultant) regarding Strategic Direction and END's fulfillment
- Met with Kathy (board facilitator) to plan the meeting, update on issues
- Received preliminary audit report and is pleased with it
- Received open letter from M. Wilson which was copied to the Fayetteville Flyer
- Recognized Colleen for her hard work on bylaw revisions

GM Report:

- Attended NCGA meeting and the topic was surrounding a competitive environment
- Owner Appreciation Weekend slower than normal, some sale items had to be substituted due to both distributors not sending sale items
- Waiting for first estimate for office build outs, board will be presented when received
- Basement is scheduled to be re-sealed, recently leaked
- Audit suggestions have been well received and implemented throughout the store
- Policy Committee needs to deal with the suggestion to B4

Reporting and Board Decisions

B3 Financial Conditions:

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

B4 Asset Protection:

- Report and attachments were sent and reviewed prior to meeting
- GM presented the report and answered questions from the Board
- Noted that some measurements may need to be adjusted in the future; e.g. growth in owners-at what point is the market maxed out?
- **Motion** to accept the report was **made, seconded and passed unanimously**

Owner Solutions Committee:

- No meeting this month
- Proposed the committee discuss:
 - the free speech/community board issue
 - Owner's objection to selling the Dem-Gazette out front (considers it to be a "political" statement)

Strategic Direction Committee:

- Lots of discussion, not unanimous agreement regarding next steps
- Committee recommends developing the expansion space for product sales along with offices
- Recommends that the board direct management to develop a plan for the entire store, a budget and possible timeline, and to report back the target dates for the stages of design and implementation. (Step it out)

Perpetuation Committee:

- 20 people attended Candidate dinner with good candidates and dialogue
- Candidates will receive questions via email

Linkage Committee:

- Met earlier with Apple Seeds and planning dinner in the garden for next linkage dinner May 28; inviting University and College representatives.

Policy Committee:

- Requested all committees post meeting dates to all board members via email
- Recommended that committee chairs post agendas and minutes to portal and standardized format be enacted

Discussions

By-Law Rollout Review:

- Made good contact with owners during the events set up in the foyer: just to let them know about the bylaw revisions and invite their participation
- May 24 next event in the foyer
- June 25 forum at OMNI center to review proposed bylaws and answer questions-potential to revise based on input
- Requested board members submit blog entries about the bylaws

- Recommendation from owner comment-communicate the board's rationale for reducing patronage refund

Newsletter Articles:

- Ben will write July's article

Audit and Expansion:

- Policy B4 discussed and Board will consider a permanent policy change.
- Policy Committee will review

Board Policies

Board Policy D2-Board Job Descriptions

- Board reviewed and discussed the policy
- D2 sent to Policy committee to edit to be more readable and understandable
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Upcoming meeting dates

- June Board Meeting- June 23, 2015

Meeting adjourned at 8:45 pm

Owner Comments

Jeremy expressed his dissatisfaction with the nature of the owner survey and would prefer it be addressed to allow for better expression of opinion. Would prefer lower owner prices rather than an "enhanced shopping experience."

Recommended the board consider switching to a set amount of board compensation in future for accountability purposes but also because he believes the board discount does not allow the Board members to have a full understanding of the prices owners pay.

David and Dennis met with Board members Josh and Hank and reviewed some concerns including:

- Community events bulletin board
- Retained patronage
- Discounted staples-Essential list
- Philanthropic expenditures

Sue requested the Board not force future boards to use "Policy Governance" and remove the reference from the proposed bylaws.