

**Ozark Natural Foods
Board Meeting Minutes**

Tuesday June 30, 2015

6:30 p.m.

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

Board Members Absent: Todd Scarborough

Staff Members Present: Alysen Land, Gary Cook

Consent Agenda

- April 28, 2015 Minutes
- Change of owner equity from Andy Caron (deceased) to Brenda Caron, heir
- Motion was made, seconded and passed unanimously to approve the consent agenda

Floor Reports

President's Report:

- Attended CCMA(Consumer Cooperative Management Association) where they had a strong focus on the future and the changing market place
- Met with Kathy (board facilitator) to discuss ways to improve communication
- Met with Thane (CDS consultant) by phone and at CCMA, to discuss ways to create effective strategic direction goals, how to improve the board and help get the board active in the community
- Recognized that the overall issue facing ONF is the need to focus on a big vision that provides direction to management and board decision-making
- Met with Sue Graham, had correspondence with David Druding regarding on-going issues
- Worked with the bylaw development process; facilitated the June 25th Owner Forum; conferred with lawyers regarding changes
- Confirmed the July 18 board retreat with Thane; purpose is to do some serious planning and goal setting for the coop
- Believes that the essence of ONF is to focus on sustainability in all of its ramifications including how it builds community and relationships
- Sweden Creek Farm recently had major flood damage and is receiving support from ONF and its community

GM Report:

- Congratulations to Mike Anzalone (store manager) back to work after getting married and taking some time off
- National P6 Board Meeting hosted by ONF was very successful, Mike (store manager) and Pauline (Fresh manager) participated in the meetings

- Jerry (Human Resources) and Pauline (Fresh manager) attended CCMA, returned with great ideas, information and energy
- Recent court decisions means that married partners of ONF employees will be eligible for insurance coverage
- Owner Appreciation Weekend scheduled for July 11th and 12th

Reporting and Board Decisions

B6 Management Continuity:

- Report and attachments were sent and reviewed prior to meeting.
- GM presented the report and answered questions from the Board
- Noted that further succession plans are in place for all other roles as well
- **Motion** to accept the report was **made, seconded and passed unanimously**

2014 AOM Minutes:

- **Motion** to approve AOM Minutes to be recommended to owners was **made, seconded and passed unanimously**

Closed Session Decisions, May 27:

- Approved 3 candidates for 2015 election:
- Avril Sabo, Alexa McGriff and Joshua Youngblood
- Recommended that fourth candidate seek other means of nomination
- Directed Management to develop an alternative, less costly, Expansion Plan only providing for offices and a community room

Perpetuation Committee:

- Aug 6th Candidate dinner planned so candidates can ask questions

Policy Committee:

- Met May 4th and reviewed B4 with recommendation to add language sent in committee minutes
- Met June 1st and reviewed D2, recommendations anticipated in July
- Next meeting set for Monday, July 13th at 1:00

Discussions

By-Law Forum Review

- Suggested changes from the recent bylaw forum were reviewed
- Consensus decisions for changes will be forwarded to attorneys for review

CCMA Reports:

- Danielle had many learning opportunities, including seminars, workshops and meeting board members from other cooperatives

- Ben experienced great spirit among participants; great diversity; appreciated getting acquainted with the ONF staff; leveraging cash to secure a loan for expansion was a topic
- Joshua attended many seminars including the following topics:
 - o You may not be representing your values as well as you think you are
 - o If you have money, spend it
 - o Need to multiply your stores to multiply your market
 - o Owners may not agree, and may not care or competition may do it better,(if you are trying to be like them)
 - o Leveraging assets to help take on competition

Auditor Suggestions to Board:

- Auditors recommended the Board Treasurer review GM credit card charges on a quarterly basis.

Owner survey and competition impact-tabled until July

Board budget 2016-tabled until July

Board Policies

- C1: Unity of Control
- D1: Governing Styles
- C2: Accountability of the GM
- C3: Delegation to the GM
 - o Read and discussed; no changes
- Alysen will print a current updated version of the board policies for binders.

Upcoming meeting dates

- July Board Meeting- July 28th

Meeting adjourned at 9:00 pm

Owner Comments

Don requested that the Board to make a community room available to owners a priority and allow owners input in the planning process. Requested that it be able to seat 300 and be available for art and film festivals.