

**Ozark Natural Foods  
Board Meeting Minutes**  
Tuesday July 28th, 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: Alysén Land, Gary Cook

**Consent Agenda**

Minutes & Change of Ownership:

- June 30, 2015 minutes
- Change of owner equity from James Shanahan (deceased) to Elaina Shanahan, heir
- **Motion** to accept the consent agenda was **made, seconded and passed unanimously**

**Floor Reports**

President's Report:

- Reported on review of petitions from Sue Graham:
  - Candidacy not allowed by petition because petition was submitted 5 days after the bylaw deadline of 60 days before the AOM
  - Petition for 5 bylaw amendments, was 4 signatures short of the 51 valid owner signatures required in bylaws, advised Sue that there is time to secure additional signatures
- Working on the President's Report for the upcoming Annual Owners Meeting, planning to emphasize cooperative values, address competition and reiterate that ONF has been preparing for these changes
- Reviewed final bylaw changes with legal counsel; incorporated many of the ideas and issues raised by owners
- Received another owner comment that a store is needed in Neosho
- Board Retreat scheduled for August 9<sup>th</sup>; agenda will include Competition, Visioning, and formulating 3,5, and 10 year plans
- Thanked Kathleen Trotter for service to the board as a facilitator, the AOM will be her last scheduled facilitation for ONF due to future scheduling conflicts

GM Report:

- Preparing for candidate Q&A scheduled for Thursday Aug 6th from 6-7pm
- May-July owners saved over \$12,000 with coupons and CO-OP DEALS
- Approved Employee Survey questions, will go to employees in September
- Management met with the architect to work on expansion and to address the need for a Community Room.
- OAW owners saved over \$26,000 but sales were down from last year
- Sales have been down but seem to be coming back up overall
- Store has been short-handed on the floor due to vacations, illness, etc.

## Reporting and Board Decisions

### B3 Financial Conditions:

- Report and attachments were sent and reviewed prior to meeting.
- Gary (Finance Manager) presented the report and answered questions
- **Motion to accept the B3 report was made, seconded and passed unanimously**

### Request for Transfer of Equity re: Joe Lockhart:

- Discussed request to transfer membership from Joe Lockhart to Kathy Nelle
- Board noted that the bylaws forbid transfers of membership
- **Motion to deny transfer of membership from Joe Lockhart to Kathy Nelle was made, seconded and passed unanimously**

### Proposed Revision to B4 Asset Protection:

- Proposed revision of policy B4 from committee defined the circumstances under which an audit would be required
- Language was added, (such as the completion of a major project or a change in management)
- **Motion to approve changes to B4 was made, seconded and passed unanimously.**

### Proposed Revision to D2 Job Description:

- Reviewed the Committees proposed revision for policy D2 Job Description.
- **Motion was made, seconded and passes unanimously.**

### Patronage Refund Request:

- Owner Jeremy Ten Haken requested his retained patronage be refunded without divesting of his ownership/equity
- Board discussed the request and recognized the bylaws do not allow it
- **Motion to deny request to return owner patronage without divesting ownership was made, seconded and passed unanimously**
- Board will remind owner that he can cancel ownership then reapply

### Perpetuation Committee:

- Encouraged board participation in the candidate Q&A Thursday, August 6

### Policy Committee:

- Voted on policies earlier in the meeting

## Discussions

### By-Law Revisions

- Reviewed the changes to the proposed bylaw revisions from June meeting
- Affirmed final changes as reviewed and recommended by legal counsel
- Board consensus was to add a deadline, requiring petition submitted bylaw amendments be submitted to the board at least 60 days prior to the Annual Owner Meeting/voting forum, to allow time for review by the board and legal counsel, and to publish before voting

#### CDS 101 Report:

- Ben attended CDS 101 in Philadelphia to receive basic co-op training
- Enjoyed the opportunity to expand his understanding of coops beyond groceries and learn about other co-op business models beyond food/grocery
- Visited a housing co-op while there

#### Board Budget 2016:

- Danielle met with Gary (Finance manager) to review 2016 board budget
- Asked the board to consider what charges can be shifted to ensure Board has money allowed for travel and training
- Recommended that professional costs and food costs be reduced
- Will be discussed at board retreat

#### Board Retreat & Strategy Discussion:

- Josh reviewed agenda for the Aug 9th Board Retreat and recommended board members do preparatory reading
- Agenda items include:
  - Servant Leadership Training
  - Create a timeline/ foundation for a Strategic Development Plan
  - Develop Calendar for coming year
  - Review Committee Charters

#### Owner Survey & Competition Impact:

- Reviewed and discussed the results from the recent Owner Survey
- Biggest issue remains Price Perception

#### **Board Policies**

##### Board Policy D4 Board Meetings:

- The board reviewed and discussed the policy, no changes were recommended

#### **Upcoming meeting dates**

- August Board Meeting-August 25th

#### **Meeting adjourned at 8:35pm**