

**Ozark Natural Foods**  
**Board Meeting Minutes**  
**January 2024 Meeting**  
Tuesday January 23rd, 2024  
6:30 p.m.

Board Members Present: Danielle Dodson, Leanne Baribeau  
Denny Warren, Randy Wilburn, Cannon McNair,  
Nick Carson, Jacob Sheatsley, Toni Fairman,  
Josh Youngblood

Board Members Absent:

Staff Members Present : Dennis Hanley, Lisa Garrett, Anne-Marie  
Holimon, Alicia Powell

**Consent Agenda:**

- **Motion** to approve consent agenda which included the November Board Meeting Minutes was **made, seconded, and carried unanimously.**

**Floor Reports**

President's Report:

- Randy met with Dennis and appreciates his hard work implementing changes within the co-op. Randy is working on the hiring process for the new GM.

GM Report:

- Dennis presented Dashboard to the Board during this time. March 31<sup>st</sup> will be the first inventory. Bulk food will be inventoried quarterly, fresh monthly.

**Reporting & Board Decisions-**

B9- Sustainability

- Dennis presented B9- Sustainability to the Board and sent supporting documentation prior to the meeting.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B9- Sustainability was **made, seconded and carried unanimously.**

Board Compensation Electronic Vote

- Joshua Youngblood reviewed language of the motion made via email regarding Board Compensation which read as follows:
- "Per the compensation change approved by the ONF membership September 2022, I move that the Board adopt the following proportional approach to divide the amount of the unused 2023 Board budget (\$11,399), 2:1.5(2):1(6). This reflects that a total of eleven portions will be divided so that the President receives two portions, the Vice President and Secretary/Treasurer each receive one- and one-half portions, and each of the other directors receive one portion each; furthermore, these stipends should be disbursed in one lump sum in order to ease the impact of monthly disbursements on co-op management.

The resulting approximate amounts for stipends

are: o Director: \$1,036.27 o

Secretary and VP: \$1,554.40 o

President: \$2072.54.

- **Motion** to approve Board Compensation as made above **carried unanimously.**

#### Perpetuation Committee

- Cannon reported that the committee met Jan 18<sup>th</sup> to discuss candidate timeline with updated 2024 dates. Josh, Leanne and Toni are incumbents this year.
- Discussed initial planning for 2024 Annual Members Meeting
- Call for board members will kick off in March. May 10<sup>th</sup> applications will be due.

#### Policy Committee

- Joshua reported the committee met Jan 3<sup>rd</sup> and finalized Board Compensation figures.
- “Staff” Board Member suggestion has been researched and discussed by the committee including reviewing policies at other co-ops, discussing with consultants, legal, etc.
- Josh made a **motion** that the Board will not pursue a bylaw amendment in order to allow staff members to run for a Board position at this time. Motion **was made, seconded, and carried unanimously.**
- The board discussed that the staff has the ability to create committees on their own.

#### Outreach Committee

- Denny reported that the committee needs more things on the general calendar. There will be a Breakfast with the Board this month, among other events.

#### **Discussions**

##### GM Dashboard

- The Dashboard includes Weekly Sales, Comp Sales (#1 KPI for retailers), Net Income, Shrink, Cash, A/P, Labor (% of sales), Staff, Community Engagement and more...

##### Board Retreat Agenda

- Randy presented the tentative agenda for includes dinner 1<sup>st</sup> March and meet on Saturday at Modus Studio. “What is next for the Co-op”?

##### Financial Review and Audit Options

- Randy talked with Audry regarding financials and advised that 2022 and 2023 can be combined into one review. 2022 Financial Review was previously approved by the Board.
- **Motion** to allow Audrey and her company to extend the review to include both 2022 and 2023 was **made, seconded, and carried with 8 ayes and 1 abstained.**

##### GM Search Update

- Randy met with Melanie (Columinate) and received a proposal to receive the support of an Executive Search Recruiter. Columinate will provide support with the entire process. Randy and two or three additional board members will form a committee to manage the hiring process.
- **Motion** to hire Columinate to assist with the process of hiring the new General Manager was **made, seconded, and carried with 8 ayes and 1 abstained.**

#### **Policies for review/discussion:**

- D9- Board Member Code of Conduct

- D8- Secretary's Role
- D7- Vice President Role

**Upcoming meeting dates:**

- February 27<sup>th</sup>, 2024- February Monthly Meeting

**Meeting adjourned at: 9:02 pm**

**Executive Session-** Discuss personnel matters with GM

**Member Comments:**

Julia- Excited about all the changes being made. Would like to know more about changes within the Bakery and how that effects the bakers. Also would like the Board to keep wages top of mind.

**Ozark Natural Foods**

**Board Meeting Minutes**

**February 2024 Meeting**

Tuesday February 27<sup>th</sup>, 2024

6:30 p.m.

Board Members Present:

Danielle Hoffman, Leanne Baribeau  
Denny Warren, Cannon McNair,  
Nick Carson, Toni Fairman,  
Josh Youngblood

Board Members Absent:

Randy Wilburn, Jacob Sheatsley

Staff Members Present :

Dennis Hanley, Anne-Marie  
Holimon, Alicia Powell

**Consent Agenda:**

- **Motion** to approve consent agenda which including the January Board Meeting Minutes was **made, seconded, and carried unanimously.**

**Floor Reports**

President's Report:

- Danielle presented Randy's President's Report as he was out on a personal matter.
- Randy has been meeting regularly with Dennis and ensured Dennis is addressing member concerns of alleged non-conventional produce. *All produce at ONF meets the organic and/or certified natural grown.*
- Randy is working with Columinate and the GM Search Committee to hire a permanent GM.
- The co-op has hired back 14 former staff members. With the addition of 14 re-hired staff members, the co-op currently employs 85 people.

GM Report:

- Dennis and staff will be on Good Morning KNWA about 'shop local' tomorrow (Wednesday) and Thursday on KUAF Radio show.
- The co-op has been celebrating Black History Month all month long.

- Dennis expressed that he really appreciates the opportunity to be involved with this co-op and as long as his career has been, ONF has been one of the greatest comebacks he has ever been a part of. He attributes part of this success to the support of the board.
- Dennis encouraged members to work *with* the board as a partnership for continuous improvement of the co-op and avoid creating conflict by spreading misinformation, misrepresenting what was said in board meetings, or otherwise compromising the co-op.

## **Reporting & Board Decisions-**

### GM Dashboard and Monitoring Report

- Dennis presented the GM Monthly Dashboard & Monitoring Report for January 2024 including sales, comp sales, net income, cash on hand, A/P, labor as a % of sales, employee turnover, community engagement, and strategy including company culture, lowering the cost of goods, resetting the various merchandise sections and expanding assortment, customer service, marketing and advertising. Dennis expanded on various topics including communication to the board, staff treatment, retention, and compensation, and Board logistical support.

### Perpetuation Committee

- Cannon reported that the committee met and reviewed the election timeline, candidate packet, and Annual Owner Meeting details.

### Policy Committee

- Joshua reported the committee met and discussed two issues which need to be addressed in Secretary Role and Vice Presidents Role policies. Josh submitted revisions to the policies via email. Also recommended changing the language of Executive Session minutes.
- Will make change recommendations to be voted on prior to next Board meeting.

### Outreach Committee

- Denny reported that the committee discussed the previous Breakfast with the Board, including COES.
- March 7<sup>th</sup> Breakfast with Co-op Leadership 9am-10am
- March 9<sup>th</sup> is the next trail cleanup. The booth will be set up on the trail by Wilson Park/railroad tracks and anticipating approximately 30 volunteers.

## **Discussions**

### Board Retreat Agenda Review

- Danielle reviewed the agenda topics for the upcoming Board Retreat taking place Saturday March 2<sup>nd</sup>.

### GM Search Update

- Melanie with Columinate has been engaged to help with the GM search. Melanie specializes in co-ops finding and hiring GMs. The Board has a search committee and has begun the work with Melanie to strategize the groundwork for GM search. ● Committee will meet next week to continue progress on search.

## **Policies for review/discussion:**

- D5- Board Monitoring

## **Upcoming meeting dates:**

**Ozark Natural Foods  
Board Meeting Minutes  
March 2024 Meeting  
Tuesday March 26th, 2024  
6:30 p.m.**

Board Members Present: Danielle Hoffman, Leanne Baribeau  
Denny Warren, Cannon McNair,  
Nick Carson, Toni Fairman, Jacob Sheatsley  
Josh Youngblood, Randy Wilburn,

Board Members Absent:

Staff Members Present : Dennis Hanley, Anne-Marie Holimon,  
Alicia Powell, Lisa Garrett

**Consent Agenda:**

- **Motion** to approve consent agenda which including the February Board Meeting Minutes was **made, seconded, and carried unanimously.**

**Floor Reports**

President's Report:

- Randy is continually impressed by Dennis and the changes being made within the co-op.

GM Report:

- Dennis appreciated the Board and thanked them for their support during this transition.
- The co-op has been celebrating Women's History Month all month long and Dennis also recognized Alicia Powell and Anne-Marie Holimon on their recent promotions.
- Dennis has received excellent feedback from members, particularly after his recent radio interview.

Marketing Update:

- Lisa presented a Marketing Update- Target shoppers include Gen X 40-59, Gen Y 26-40 and Gen Z 18-25, and target area is primarily Fayetteville and secondarily Northwest Arkansas. The marketing team is planning promos around print media, digital promotions, and marketing campaigns. The co-op is also working to address food insecurity in Northwest Arkansas. Other ideas for promos include 'staff favorites and announcements', 'local farmers', as well as other ideas.
- Staff members in a non-supervisory role will sit on a committee to help drive ideas to help bring the co-op brand alive. Members could also be invited to give input on this committee.

**Reporting & Board Decisions-**

GM Dashboard and Monitoring Report-ENDS. B4-Asset Protection

- Dennis presented the GM Monthly Dashboard & Monitoring Report for February 2024 including high level financials of sales, comp sales (which as of YTD is in the top 10 of co-ops in the country), net income, cash, days cash on hand, A/P, labor as % of sales, employee turnover, and community engagement. Dennis feels confident that the co-op will be in really good shape within in the next 30-60 days.
- Lisa is working with the library to get books to give away to kids. There will be a space in the deli seating area for the book giveaway.