



2023

# Board Meeting Minutes

**Notice:**

Once board minutes have been approved and entered into the record they will be added into this file. If you don't see the board minutes here, they have not been reviewed or approved yet. Board meeting minutes are updated up to 45 days after our monthly board meeting. Please accept our apology and check back soon.

# Ozark Natural Foods Board Meeting Minutes

Tuesday January 24th, 2023 - 6:30 p.m.

## Board Members Present:

Randy Wilburn, Josh Youngblood, Ben Ozanne, Leanne Baribeau, Danielle Dotson, Toni Fairman, Denny Warren, Elizabeth Quinn

## Board Members Absent:

Carly Reaves

## Staff Members Present :

Mike Anzalone, Lisa Garrett

## Consent Agenda:

Motion to approve consent agenda was made, seconded and carried with 8 ayes.

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## Floor Reports

### President's Report:

- Randy met with Tony (NCG) about the financial conditions across the country and the challenges that co-ops are facing.
- Met with Mike regarding financials and also the general state of the co-op.
- Met with several board members one-on-one to talk strategy and the direction the co-op wants to move in the future.

### GM Report:

- Mike reported on what is happening with the bulk area of the co-op; the bin area needed to be cleaned out and power washed. It took about four days to complete this project. Bulk SKUs are being modified based on customer need and supply availability.
- Staff reorg and changes within organizational structure have been challenging to the store employees. There have also been communication challenges which need to be strategized. Mike is working on these issues.
- Year End Financials have not been finalized and therefore reporting will be late. Store experienced very high inflation and will likely break-even once taxes are reconciled.

## Reporting & Board Decisions

### Perpetuation Committee

- No report

### Owner Outreach Committee

- Brainstormed possible events for 2023 including dinner with the board and trail clean ups. Randy also mentioned opportunities with the vendors and farmers.

### Policy Committee

- Met and brainstormed about current policies and if they need to be streamlined or changed.
- Committee might take a deep dive on some outdated policies to see if revisions are needed.

## Discussions

### The Year Ahead

- Mike plans to work with operations closely to fine tune strategy and begin to think about the ten-year plan.

### Annual Member Meeting

- Will be in person this year. Perpetuation committee will work to find candidates.

### Board Education: Columinate Webinar and CMA

- June 8-10 CMA Meeting - Sacramento, CA

## Policies for review/discussion:

- D7 – Vice President's Role
- D8 – Secretary's Role
- D9 – Board Member Code of Conduct

## Upcoming meeting dates:

- February 28th, 2023 – February Meeting

## Meeting adjourned at 8:31 pm

### Member Comments:

- Elizabeth Scott - Joined to listen and learn, thanked the board for their work.
- Susanna Brinnon - Keeps hearing troubling things about the staff including that the staff can be fired at any moment, not respecting names, not paying well. Why is this happening? Is there a glitch allowing power without oversight? A group of concerned owners are collecting signatures to call a special meeting with the board to open dialog due to all of these concerns.
- Vallie Marie - What is going on with the bulk food section?

# Ozark Natural Foods Board Meeting Minutes

Tuesday February 28th, 2023 - 6:30 p.m.

## Board Members Present:

Randy Wilburn, Josh Youngblood, Ben Ozanne, Leanne Baribeau, Danielle Dotson,  
\*Carly Reaves, Toni Fairman, Denny Warren, Elizabeth Quinn

## Board Members Absent:

\*Carly had to leave after B1 Report

## Staff Members Present :

Mike Anzalone, Lisa Garrett, Tonja Ray

## Consent Agenda:

Motion to approve consent agenda was made, seconded, and carried with 9 ayes.

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## Floor Reports

### President's Report:

- Randy received a petition of signatures from concerned members and determined the Board needs to have a special meeting to address member concerns. Meeting is set for 27th March at 6pm in the Walker Meeting Room at the Fayetteville Public Library.
- Met with Mike to discuss plans for changes and modifications at the co-op. There are a few things that are being improved for a better member experience.
- Searching for accounting firm to conduct our audit, Wegner CPAs no longer an option.

### GM Report:

- Lisa is reaching out to outside organizations to conduct a 'member survey' as well as a 'staff survey'. Would like to report both to the Board in 60 days.
- Last week sales growth was 11.4% (year over year), we did not have double digits sales growth in 2022. The buying team is working diligently to get the shelves stocked.
- Committees have restarted including the Care Committee which helps with staff moral and recognizes staff for going above and beyond. Safety Committee also restarted.

- Launching “Made to Order” menu, changing smoothie recipes, other new things coming to the deli.
- Lisa launching member engagement initiative - multitiered approach, every new member will receive a goody bag and members can engage and learn more with optional events like the front porch sessions, the podcast that is launching, etc.

## Reporting & Board Decisions

### B1- Staff Relations

- Mike presented B1- Staff Relations.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- Motion to accept B1- Staff Relations was made, seconded, and carried unanimously.

### B2 Business Planning and Financial Budgeting

- Mike presented B2 Business Planning and Financial Budgeting.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- Motion to accept B2 Business Planning and Financial Budgeting was made, seconded and carried unanimously.

### B3 Financial Conditions

- Mike presented B3 Financial Conditions.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- Motion to accept B3 Financial Conditions was made, seconded, and carried unanimously.

### Perpetuation Committee

- Met on February 15th, Nancy Starr will be member representative. Reviewed schedule and board packet.
- May 11th will be deadline for Board applications. Call for nominations starts March 1st.
- Each board member needs to have two or three suggested candidates.
- Sept 10th will be the 2023 Annual Member Meeting

## Member Outreach Committee

- Front Porch Sessions, a new event at co-op.
- May 6th will be the next trail clean up.
- Considering something with farmers, vendors, and dinner with the Board.

## Policy Committee

- No meeting in February, no report.

## Discussions

### Special Meeting

- A special meeting will take place on Monday March 27th at 6pm at the Fayetteville Public Library.
- Will be advertised in the store ahead of meeting.

### Resignation of Board Member Carly Reaves

- Carly Reaves shared the news that she is resigning from the Board due to her new job that is a conflict of interest with ONF. Her last meeting will be in April.

## Policies for review/discussion:

- D5 – Board Monitoring

## Upcoming meeting dates:

- March 28th, 2023 – February Meeting

## Meeting adjourned at 8:41 pm

## Member Comments:

- Susanna Brinnon - Requested recording of last month Board meeting
- Jordan (last name)
- Theresa Wolf
- Terri Dorias
- William (last name) - on Zoom

# Ozark Natural Foods Board Meeting Minutes

Tuesday March 28th, 2023 - 6:30 p.m.

## Board Members Present:

Randy Wilburn, Josh Youngblood\*\*, Ben Ozanne, Leanne Baribeau, Danielle Dotson, Carly Reaves, Toni Fairman, Denny Warren\*, Elizabeth Quinn

## Board Members Absent:

\*Denny joined via zoom at 6 :45pm \*\*Joshua left at 6:50pm (during owner comments) due to a family commitment.

## Staff Members Present :

Mike Anzalone, Lisa Garrett, Tonja Ray

## Consent Agenda:

Motion to approve consent agenda was made, seconded and carried with 8 ayes.

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## Floor Reports

### President's Report:

- Randy reported that there has been a lot of 'behind the scenes' going on this past month working on the member forum meeting that took place March 27th.

### GM Report:

- Mike wanted to correct the misinformation about financials from forum: the store did not lose \$400k last year, in fact the store has over a million in cash. There is also not a loan that the co-op cannot pay. The co-op pays its bills on time.
- Management will conduct an all-staff survey (by a third party) which should be completed within two months. There will also be a member survey conducted by an outside firm.
- Mike met with the co-op farmer vendors as listening session and received feedback on processes/operations.



# Reporting & Board Decisions

## B4- Asset Protection

- Mike presented B4- Asset Protection.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- Motion to accept B4- Asset Protection was made, seconded and carried unanimously with 8 ayes.

## ENDS Report

- Mike presented ENDS Report.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- Motion to accept ENDS Reports was made, seconded, and carried unanimously with 8 ayes.

## Perpetuation Committee

- Two applications have been received thus far. May 5th there will be a table at the first Front Porch session.

## Member Outreach Committee

- Member outreach committee will also attend the Front Porch session May 5th.
- May 6th will be the next trail cleanup.
- Later in the year there will be a dinner with the farmers planned.

## Policy Committee

- No report.

# Discussions

## Special Meeting Review and Discussion

- A special meeting took place on Monday, March 27th at 6pm at the Fayetteville Public Library, at the request of membership.
- Received very thoughtful proposals from members that the board is eager to respond to.
- The board plans to compile all of the questions from the meeting and distribute answers to members.

## Secretary/Treasurer

- Leanne will serve as interim Secretary and Treasurer after the April board meeting, when Carly resigns from the board.

## Policies for review/discussion:

- D14 – Board Benefits

## Upcoming meeting dates:

- April 26th, 2023 – April Meeting

## Meeting adjourned at 8:35 pm

## Member Comments:

- Susanna Brinnon – Thanked the board for the forum, would like a recording of it. Stated that POC and LGBTQ members have left the co-op. On behalf of members, she requested a 60 day follow up on their questions.
- Theresa Wolf-Thinks it's a good idea to have a staff member on the board. Re-reading the bylaws thinks they could've voted last night to add a staff member to board. Also noted the original bylaws expired after a certain amount of time.
- Pat – Thanked the board for hosting the owner forum last night (March 27th).
- Diane Ferguson (and partner?) - Has been shopping at the co-op for 50 years, would appreciate being communicated with via a printed newsletter rather than digitally.
- Julia – Thanked everyone for the forum, supports employee representation on the board.
- Nancy – Frontier co-op has a board with 11 members including the GM and two appointed board members. Also asked why full disclosure of financials aren't available to members (can't remember). Does the website have information like the newsletter used to? Training- what is available for employees receiving promotions?
- Tanja Ray – Please consider your words and treatment of staff.
- Joseph Paul Smith – Feels there were some difficult things that were said in an unnecessary or unkind way during the forum last night. Has read the AR law regarding co-ops and concerned about lack of financial transparency.

# Ozark Natural Foods Board Meeting Minutes

Tuesday April 25th, 2023 - 6:30 p.m.

## Board Members Present:

Randy Wilburn, Josh Youngblood, Leanne Baribeau, Danielle Dotson, Toni Fairman, Denny Warren

## Board Members Absent:

Elizabeth Quinn, Carly Reaves, Ben Ozanne

## Staff Members Present :

Lisa Garrett, Tonja Ray

## Consent Agenda:

Motion to approve consent agenda was made, seconded and carried with 6 ayes.

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## Floor Reports

### President's Report:

- Randy reported that he met with Mike and they are working on getting together with the full board to discuss some of the issues that have come up in the last few months.

## Reporting & Board Decisions

### Perpetuation Committee

- May 5th there will be a recruitment table at the first Front Porch session to meet with members and potential board candidates.
- Board might consider a possible extension for candidate packets due as there are three open positions for election and only two candidates thus far.

### Member Outreach Committee

- Member outreach committee will also attend the Front Porch session May 5th.
- May 6th trail cleanup 9am.
- Later in the year there will be a dinner with the farmers planned, possibly a dinner in December.

## Policy Committee

- Committee will review special meeting issues/topics and see what ideas the committee can bring forward to the full board.
- Committee is looking at financial reporting and revisit publishing that report annually.

## Discussions

### Board Retreat Date

- October dates to be considered, 14th or 20th for annual retreat.

### Co-Op topics to cover in future board meetings:

- Topics could include: update on fresh food program, would like two other topics to consider.

### Weston A. Price Foundation

- Toni presented information on the Weston A. Price Foundation and nutrition and dietary learnings from this foundation.
- Mary Williams was there in support of the Weston A. Price Foundation presentation and also provided raw butter for the board to sample.

## Policies for review/discussion:

- D2- Board Job Descriptions

## Upcoming meeting dates:

- May 23rd, 2023 – May Meeting

## Meeting adjourned at 8:11 pm

## Member Comments:

- Susanna Brinnon-. Asked if there will be follow up from special member meeting in March 2023.
- Theresa Wolf- Regarding employees being directors- ONF bylaws prohibit this however state law does not and she would like the board to consider this. Grievance policy, all grievances go to the GM first and

- is concerned about this, does not seem fair in part due to some grievances might be about the GM. Also concerned about employee wages. Asks board to consider stopping donations until employees can be paid better.
- Lon – Asked how to contact someone with his questions regarding employees.
- Nancy Starr- Following up on her previous questions including looking at the different board structure of Frontier Board. Also, asked why full financial statements are not available and it was clarified that members can come in and review them. Also asked for details on what training is involved for new employees.
- Julia Nall- Curious if agendas could be available ahead of time, possibly even 24 hours ahead of time. Interested in moving towards a more living wage for employees and revamping the grievance policy.