



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- Committee might take a deep dive on some outdated policies to see if revisions are needed.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.

# Ozark Natural Foods Board Meeting Minutes

Tuesday May 23rd, 2023 - 6:30 p.m.

## Board Members Present:

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

## Board Members Absent:

Carly Reaves

## Staff Members Present :

Mike Anzalone, Tonja Ray

## Consent Agenda:

Motion to approve consent agenda was made, seconded and carried with 7 ayes and 1 abstained.

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## Floor Reports

### President's Report:

- Randy reported that he will yield his time to Mike due to Mike having multiple updates from meetings and travel from the last month.

### GM Report:

- Mike attended CCMA spring meeting last month and reported that nationally two co-ops have closed last month. Natural grocery stores are trending downward with many closures after the last couple of years.
- Mike is working on diversifying distribution centers to leverage product availability and pricing. Sales are stagnant but inflation is on the rise, prices are rising and grocery industry has been impacted.
- GM audits – Mike is considering implementing GM audits which includes other GMs coming in and tour the store to give feedback on various aspects of the business. NCG staff will also be involved in this process.
- Mike is requesting the board identity data points within the financial report that can be pulled and tracked for more clarity around financials, this could also be rolled into B3.

- Store updates- Tonja and team have re-merchandised the entryway, plant sale has launched, met with local farmers to better understand their needs and communicate co-op needs and expectations, also determined that there needs to be a business meeting with farmers at the end of the season. This will include breakout sessions and business updates while strengthening relationships. Prepared foods- new manager has shared his plans for the future and growth of the department.
- Front Porch session was very successful, had a good turnout. New event – on the last Sunday of the month vintage clothing store pop up. Also having yoga on the patio on Mondays. Heather will be doing cooking demos at various Farmers Markets.
- Rough draft has been developed for staff survey, should be going out soon. Also restarting caring committee and safety committee.
- Update from financials- taxes are complete but filed an extension while searching for an auditor. ERC application moving forward.

## Reporting & Board Decisions

### 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 with 8 ayes.

### B5 Communication and Counsel to the Board

- Mike presented B5 Communications and Counsel to the Board.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- Motion to accept B5 Communications and Counsel to the Board was made, seconded and carried unanimously with 8 ayes.

### Perpetuation Committee

- Committee met with 6 of the 7 candidates and the slate of candidates is excellent! Committee recommends all 7 candidates for board approval.
- Motion to accept committee recommendation to approve all 7 board candidates was made seconded and carried 6 ayes and 1 abstained (Quinn left at 8 pm prior to this vote).

### Member Outreach Committee

- Front Porch session went well, it was a great way to connect with members.
- Trail Clean up- had 6 people volunteer, was a successful event.

## Policy Committee

- Committee addressed concerns from the special meeting by researching some of the topics of concerns. A question was raised about the Grievance Policy and committee researched the topic. Josh recommended the board consider adopting a “Whistler Blower” policy to address sexual harassment, fraud, drug use, and other serious matters that could jeopardize the co-op.
- Policy committee recommends a Whistler Blower policy be added to Employee Handbook and ensure staff protections with a Board policy. This would require a revision of a board policy which would trigger a staff policy change.
- Another issue- lack of general financial reporting available to members. Committee recommends management to pick this practice up again.
- Public Board Agenda – policy committee is working on getting agendas out in a timely manner.
- Employees on the Board topic- committee is researching this as well. Waiting to hear legal opinion on this as well.
- The status of patronage refunds- currently not returning patronage.

## Discussions

### Special Meeting Follow Up

- Randy acknowledged the concerns of members and noted that the information members were operating from wasn’t necessarily factual. The issues raised cannot be fixed overnight and GM is working diligently to address some of the issues. The Board gives the strategic direction while the GM has to execute the strategy.
- Primary concerns that can be addressed include communications. The Board can work to communicate better with members. The Board’s goal is to take away what they heard from the meeting and work on perfecting common goals of members, board and staff.
- The board is putting plans in place within committees to address some of the concerns with members and employees.

## Policies for review/discussion:

- D1- Governing Style
- C1- Unity of Control

## Upcoming meeting dates:

- June 27th, 2023 – June Meeting

## Meeting adjourned at 9:00 pm

## Member Comments:

- Nancy Starr- Has ideas on how to get members more involved, brought article with ideas to share.
- Julia- Looking forward to follow up from Special Meeting
- Theresa Wolfe- Advised that minutes from November 2022 meeting are not posted on the website. Also noted that Articles of Incorporation ran out two years ago (Randy is working with our attorney on this issue)

# Ozark Natural Foods Board Meeting Minutes

Tuesday June 27th, 2023 - 6:30 p.m.

## Board Members Present:

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

## Board Members Absent:

Randy Wilburn, Elizabeth Quinn, Ben Ozanne Carly Reaves (resigned)

## Staff Members Present :

Mike Anzalone, Lisa Garrett Mike Anzalone, Lisa Garrett

## Consent Agenda:

Motion to approve consent agenda was made, seconded and carried with 5 ayes.

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## Floor Reports

### President's Report:

- Joshua reported on behalf of Randy: Randy met with legal counsel several times last month. Working on legal opinion for Article of Incorporation to possibly ratify in perpetuity language for Article of Incorporation (versus extending another 50 years).
- Randy and Joshua attending CCMA in June and will share out a report.

### GM Report:

- Working on turning around loss of sales. Store experiencing loss of sales, creeping into the double digits. Everyone working to improve operations and improve the store. Trying to source from a different warehouse to mitigate supply chain issues.
- Working on relationships with local producers, Mike and staff visited four farms this month.
- Going through a period of rebuilding and finding unique ways to compete. Staff is working hard to make the store better. Aug 21st GMs are coming from across the nation to assess store systems, product, work with buying team, marketing, and comprise a list of suggestions for improvement of sales, systems etc. Phase II will take list back to NCG to bring in NCG employees to come in and help improve sales.

- Considering ideas for the 8000 lease space available.
- Staff Survey has been built and will go out to staff in the next few weeks.

## Reporting & Board Decisions

### B6 Management Continuity

- Mike presented B6 Management Continuity and submitted compliance.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- Motion to accept B6 Management Continuity was made, seconded and carried unanimously with 5 ayes.

### Perpetuation Committee

- Danielle met with Lisa to determine deadline for candidate statements.
- Its still TBD if Annual Member Meeting will take place virtually in or in person.

### Member Outreach Committee

- New dates for trail cleanup- possibly Oct 7th / 8th which is during square to square.

### Policy Committee

- Committee did not meet due to Joshua being out of town. Committee is working on the whistle blower language to go into the Grievance Policy. Also having legal counsel reviewing Staff Handbook.
- Article of Incorporation has been renewed. Counsel recommended changing the language to 'in perpetuity' rather than a 50-year renewal.
- Staff topics- met with Julia to discuss employee satisfaction (wages, various issues) and policy. Also took into consideration having a staff member on the Board. Due to various legal reasons, this will not be an option at this time but open for discussion.

## Discussions

### CCMA Report

- Joshua reported on recent CCMA meeting. Breakout sessions included how to compete within your market and advocacy and identity.
- Also had the opportunity to visit various co-ops including Briar Patch within Sacramento area during the visit.

## Policies for review/discussion:

- C2- Accountability of the GM
- C3- Delegation to the GM

## Upcoming meeting dates:

- July 25th, 2023 – July Meeting

## Meeting adjourned at 8:03 pm

## Member Comments:

- Julia (Member/Staff): Concerns- lost several front staff members since the last meeting, does not feel co-op is paying a living wage and is disappointed that this is not a concern of management. Feels low wages give co-op a negative image
- Theresa Wolfe (Member) - Would still like the board to consider having staff on the BOD. Is that a question on the staff survey: do you want a staff member on the BOD? What is more important to the employee? Low wages/benefits or higher wages and no benefits?
- Don Austin (Member) - Truly concerned about staff turnover. What is the policy for when staff members leave? Who is overseeing this and giving any concern to the mass resignations? Also, would like for the Community Board restored.
- Tyler Agular (Member and Front End Asst. Manager)- Has seen many staff members leave and its 100% turnover on the front end. Within last 6 months due to schedule and policy changes, front end staff is cut down to bare minimum and its putting too much stress on the staff. It appears to customers that the co-op is struggling due to lack of staff and customers are concerned.
- 
- Ashley Davis, Board candidate
- Cannon McNair – Board Candidate
- Nick Carson- Board Candidate
- Ralph (Emerson)
- Nancy Starr (Member)



# Ozark Natural Foods Board Meeting Minutes

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

## Board Members Present:

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

## Board Members Absent:

Carly Reaves (resigned)

## Staff Members Present :

Mike Anzalone, Lisa Garrett, Tanja Ray, Alicia Powell

## Consent Agenda:

Motion to approve consent agenda was made, seconded and carried with 5 ayes and 3 abstaining.

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## Floor Reports

### President's Report:

- Randy and Mike met regarding upcoming events at the co-op including a meeting of managers from across the nation coming to the co-op.
- Randy has connected with a CPA that can help with understanding financial reports and a financial audit.

### GM Report:

- Staff survey will launch Monday and all staff are required to take it. Results should be shared at the next monthly meeting.
- Lisa has been working on a Member survey which should launch in possibly October, which is National Co-op Month.
- Sales are down, Mike and team are working on various ideas to boost sales.
- Daniel (Finance Manager) has resigned. Mike is considering partnering with another co-op to share a Finance Manager. Mike is interviewing for the position.
- Recently had a reassessment with NCG for joint liability fund.
- Food co-op in Portland, OR recently closed. Mike shared additional information on trends across retailers.

# Reporting & Board Decisions

## ONF Buying Department Updates

- Alicia Powell gave an update on the buying process for the store. Currently there are 5 buyers that work with UNFI and other distributors and vendors to ensure the correct products and product lines are represented in the store.
- Working with management on pricing strategy and how to get members excited and boost sales. Reset plans are in the works for a few key areas and expand product lines that are selling well.
- NCG is sending a team of GMs in August to help determine what can be changed to boost sales, what is selling well, and how to set the co-op apart from other stores.

## B3 Financial Conditions

- Mike presented B3 Financial Conditions and submitted compliance.
- 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.

## Annual Member Meeting Online Vote

- The board discussed via email to have the 2023 AMM virtually versus an in person event.
- Motion to plan a virtual Annual Member Meeting for Sunday September 17th was made, seconded and carried unanimously.

## Perpetuation Committee

- The candidate statements have been sent to marketing and have been included in the email blast.

## Member Outreach Committee

- Confirmed dates for trail cleanup- Oct 7th 2023 (which is during Square to Square) and March 9th of 2024.

## Policy Committee

- No report at this time-will review B3 in the next meeting.

## Discussions

### Co-op Economic Challenges

- Mike and the Board discussed the various issues impacting the co-op (hyperinflation, labor hours, etc.) and what the Board can do to help support Mike and the store.

### CPA Recommendation

- Randy shared a proposal via email prior to the board meeting for a CPA recommendation to conduct a review of the 2022 finances.
- Motion to hire Audrey Griffin, CPA with Synergy Accounting and Business Solutions to do a review of our 2022 finances was made seconded and carried unanimously with 7 ayes (Quinn stepped out prior to this vote).

### Policies for review/discussion:

- D4- Board Meetings

### Upcoming meeting dates:

- August 22, 2023 – July Meeting

### Meeting adjourned at 8:38 pm

### Member Comments:

- Richard Potter (Member)
- Mary Williams – Board Candidate
- Nick Carson- Board Candidate
- Nancy Starr (Member)
- Elizabeth Dewar (Owner)- Has been shopping weekly for a long time, and over the last month has noticed that she sees fewer and fewer people of her age group (65+) shopping. Notices long time employees are also no longer there either. Appreciates the personal aspects of ONF but deli does not offer vegetarian or vegan options. Feels there used to be more choices and changes need to be made to revive the co-op.

# Ozark Natural Foods Board Meeting Minutes

Tuesday August 29th, 2023 - 6:30 p.m.

## Board Members Present:

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

## Board Members Absent:

Elizabeth Quinn (resigned), Carly Reaves (resigned)

## Staff Members Present :

Mike Anzalone, Lisa Garrett

## Consent Agenda:

Motion to approve consent agenda was made, seconded and carried 7 ayes.

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## Special Presentations

### ONF Member Survey Presentation (Vendor) Shaye Anderson

- Shaye Anderson shared a brief bio including her previous work on ONF rebranding, as well as other aspects of ONF.
- Highlighted overall strategy of the survey questions including best way to structure questions to receive actionable feedback.
- Reviewed feedback from previous surveys and gave an overview of proposed questions.
- Board will review proposed questions and give feedback. Shaye will meet with Board after questions are finalized for approval and moving forward with the survey.

### The Sally Initiative

- Torrey Tracy – Professor at UA and architect, presented a special request to the board for a mural project on the building in partnership with UA Fay Jones School of Architecture.

# Floor Reports

## President's Report:

- Randy announced that Elizabeth Quinn has resigned due to personal reasons effective immediately.

## GM Report:

- Mike hosted store managers from across the country to come to ONF to walk the store and give feedback on all aspects of the co-op. This is considered to be a multi-step "Peer Review" with several general managers from stores across the country. The first day store managers visited area competition including Whole Foods, Aldi, Neighborhood Market, etc. Second day teams were created and participated in group discussions, break out sessions and took a deep dive into categories. Categorized into 3 buckets – Fresh/Signage and Deals/Focus on Team Members (training, customer service, etc). Identified some low hanging fruit of quick changes that can be made for sales growth. Also talked about how to market the message- we are a retailer/grocery store- our objective is to sell food. With the recent staff survey, upcoming member survey and feedback from Peer Review and store managers, there will be a new path forward with a plan for the co-op.
- Both IT Manager and Store Manager have resigned, working on offers with candidates for both positions.
- Mike filed for Employee Retention Credit (ERC) on behalf of the co-op and it was approved! Funds should be received by the end of the year, will be taxable and Mike will keep this in consideration.

# Reporting & Board Decisions

## Perpetuation Committee

- There are now 5 candidates instead of 7, two had to remove themselves due to time constraints.
- Randy needs to review the AMM script with the Board.

## Member Outreach Committee

- Oct 7th Square to Square will be the next trail cleanup.
- Committee suggested doing more in-person events. Also discussed ideas around the mural and how it would be great to be aligned with the co-op's mission.

## Policy Committee

- Nothing to report to the group

## Discussions

### Board Retreat Planning

- Date confirmed for Board Retreat of October 14th

## Policies for review/discussion:

- C4- Monitoring and GM Report

## Upcoming meeting dates:

- October 3rd, 2023-September Monthly Meeting and Annual Board Meeting

## Meeting adjourned at 8:19 pm

## Member Comments:

- Cannon McNair - Board Candidate
- Ashley Davis - Board Candidate
- Nancy Starr (Member)
- Theresa Wolf- Misses patronage check and well as Owner Appreciation Weekend, and paper coupons. She also had a couple of questions regarding monthly minutes..

# Ozark Natural Foods Board Meeting Minutes

Tuesday October 3rd, 2023 - 6:50 p.m.

## Board Members Present:

Josh Youngblood, Danielle Dotson, Leanne Baribeau Denny Warren, Randy Wilburn, Cannon McNair, Nick Carson, Jacob Sheatsley (joined late)

## Board Members Absent:

Toni Fairman

## Staff Members Present :

Dennis Hanley, Lisa Garrett

## Consent Agenda:

Motion to approve consent agenda was made, seconded, and carried 7 ayes.

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## Floor Reports

### President's Report:

- Randy introduced new interim manager Dennis Hansely and has been working closely with him since he took over 11 days ago. Randy is excited about bringing Dennis in and what the future will look like. Randy acknowledged that change doesn't happen overnight and is anxious to move forward with the new acting GM.

### GM Report:

- Dennis shared some information about himself and explained that he has a different leadership style and reiterated to the board that change is good.
- Dennis is also excited about this new chapter and is ready to move forward aligned with Randy and the rest of the board. He is very impressed with staff and the building.
- Noted there are several open positions including management positions.
- Team, Inclusion, Board of Directors, Customers and Community are Dennis's primary focus. Accountability and empowerment are his rules of engagement. His goal for staff is a fun working environment and living wages. Customer shopping experience is a priority and Dennis plans to do a full evaluation of the store.

## Reporting & Board Decisions

### Review Electronic Resolution for Bank Signers

- Electronic Resolution for bank signers is required via Resolution due to changes with General Manager. Resolution was drafted and shared with sitting Board via email.
- Resolution was approved by via email and signed electronically by six sitting Board members

### Approve Columinate Contract for 23-24 CBLD

- Randy presented the Board with the 2023-2024 CBLD contract.
- Motion to approve CBLD contract was made, seconded, and carried with 7 ayes and 1 abstaining.

## Discussions

### Board Retreat Agenda Review

- Thane reviewed the agenda for the upcoming Board Retreat with the board members.

### AMM Review

- Feedback includes virtually meetings are difficult so the Board is striving to hold an in-person meeting next year. Joshua suggested posting the 2023 Minutes ahead of the 2024 Annual Member Meeting.

### Policies for review/discussion:

- D10- Board Committee Principles
- D12- Board Perpetration

### Upcoming meeting dates:

- October 24th, 2023-October Monthly Meeting

### Meeting adjourned at 8:32 pm



## **Member Comments:**

- Nancy Starr- Shared feedback she heard from members regarding the AMM including technical difficulties with zoom and one person mentioned difficulty with online voting.
- Julia- Reminded the Board that the microphone is not working properly and it effects the quality of the meeting. Also noted that communication to members has been inconsistent, for example it was not communicated about monthly board meeting being moved. Julia requested clearer communication, and also reiterate wages should be reconsidered.

## **Executive Session Minutes:**

- Board to provide transportation for GM in the form of a leased vehicle. Motion carried with 6 ayes, 1 abstain, and 1 absent.

# Ozark Natural Foods Board Meeting Minutes

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

## Board Members Present:

Josh Youngblood, Danielle Dotson, Leanne Baribeau, Denny Warren, Randy Wilburn, Cannon McNair, Nick Carson, Jacob Sheatsley, Toni Fairman

## Board Members Absent:

None

## Staff Members Present :

Dennis Hanley, Lisa Garrett

## Consent Agenda:

- Motion to approve consent agenda which included the September Board Meeting Minutes and the draft of the Annual Member Meeting Minutes was made, seconded, and carried 8 ayes and 1 abstained.
  - Motion to approve Annual Board Meeting Minutes was made, seconded, and carried with 7 ayes and 2 abstained.
  - Committee update- Cannon McNair will chair Perpetration Committee in place of Toni Fairman. Toni is running for re-election and therefor ineligible to serve on that committee.
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## Floor Reports

### President's Report:

- Randy meets frequently with Dennis and appreciates the time and effort that Dennis is giving to the co-op. Dennis is well versed in grocery retail and is Randy is excited to see how the store moves forward and what the future holds.

### GM Report:

- Dennis shared some of his observations over the last month- Human Resource Manager Anne-Marie is excellent and has been a great asset to the business. There are lots of open positions and structural changes that need to be considered. The staff is fun, energized, and ready to share their knowledge. There is a 9:15 a.m. staff huddle every morning and invited Board members to attend. Dennis is actively recruiting to build a diverse staff.

- Lisa Garrett (Marketing Director) is working to improve the customer shopping experience. Merchandising- new program idea- 'staff favorites' where a staff member chooses their favorite product to be highlighted and help drive sales. Sampling program has also launched. Operations is working on training and development. Dennis is working with Jason (Business Analyst) to determine where and how sales can be improved. GM reporting dashboard coming but data/reporting needs to be corrected first.
- Staff Survey was shared with the Board, results were mixed. Wages are a concern for staff. Staff starts at \$11 however \$15.81 is the living wage for NWA, Dennis would like it to be \$16 with appropriate sales. Leadership/Management was also an area of concern. There was also positive feedback including staff diversity and the benefits. There has been high turnover during 2023, most co-ops are in the 80s percentile and ONF is 125%, Dennis would like to bring that number down.

## Reporting & Board Decisions

### B3 Financial Conditions

- Dennis is working on getting accurate numbers to be able to do reporting to the board.

### B8 Membership

- Dennis and staff are working to spread the word and brainstorming ideas to boost memberships.

### B7 Customer Service

- Dennis is evolving customer service procedures.

### New Board Members Orientation

- With three new board members, Josh is working on updating the current 'New Board Member Orientation' including Bylaw information, ENDS, Policy Governance, and GM reporting requirements.
- Josh gave a high-level overview of the above for the benefit of the new board members. New Board members will attend formal trainings online as well as in-person trainings.

### Code of Conduct Document

- These have been signed by new board members during the application process.

## Set Board Budget

- Randy shared last year's budget (not actual) of \$48,000 which included travel, training, build contract, staff, stipend, miscellaneous expenses etc.
- Motion to maintain the annual budget of \$48,000 for 2024 was made, seconded, and carried unanimously.

## Discussions

### GM Weekly Report Review and Explanation

- Dennis is creating a monthly dashboard to be able to show numbers quickly. Weekly reporting will also be available to Board members. Accuracy is important so Dennis and Jason are working to ensure correct figures.

### Board Retreat Recap

- Randy asked for feedback from the recent board retreat. Josh appreciated the de-brief from Dennis and the energy of the board. Suggested reviewing ENDS policy again, as well as having a second retreat to when the time comes to find a new GM. Leanne suggested reviewing Policy again. Jacob suggested waiting to financials and KPIs come out before getting back together for a second retreat. Nick suggested a branding committee, Randy agreed and will email the board for participation.

### Board Member Stipend

- Tabled until November

### Outreach Events Recap

- Denny shared feedback from trail cleanup. It was very successful with 10 full bags of trash collected and about 15 volunteers.
- Sunday Dec 3rd at the Garden Room will be a dinner with vendors/suppliers. Also looking at other opportunities to engage with the board.
- Front Porch Session was very successful with about 200 people in attendance. Everyone seemed to enjoy themselves.

## Policies for review/discussion:

- D3- Board Annual Agenda
- D11- Governance Investment

## Upcoming meeting dates:

- November 28th, 2023 - November Monthly Meeting

**Meeting adjourned at 8:53 p.m.**

## Member Comments:

- Nancy - After visiting a co-op in North Carolina Nancy is even more appreciative of ONF.
- Pat - Can already tell a difference in the customer service within the store.
- Theresa - Can tell the change in atmosphere in the co-op. Asked where in the records are the bylaw changes for quorum changes and board stipend.
- Julia - Really appreciates the positive changes within the co-op.
- Jason - Thanked the board for their work and for finding Deniss and bringing him to the co-op.

# Ozark Natural Foods Board Meeting Minutes

Tuesday November 28, 2023 - 6:30 p.m. (December's Meeting Minutes)

## Board Members Present:

Danielle Dotson, Leanne Baribeau Denny Warren, Randy Wilburn, Cannon McNair, Nick Carson, Jacob Sheatsley, Toni Fairman, Josh Youngblood

## Board Members Absent:

None

## Staff Members Present :

Dennis Hanley, Lisa Garrett, Anne-Marie Holimon

## Consent Agenda:

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

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## Floor Reports

### President's Report:

- Randy has been meeting with Dennis to keep up to date with changes within the store. Dennis is wonderful with communication and is making several changes within the store. Member feedback has been great and management is empowered to take care of the customers and enhance the store offerings.

### GM Report:

- Dennis shared the continued changes to the store including signage, Community Board has been installed and members are excited about it. Restructuring is complete and managers are beginning to step into their roles.
- Sales are getting better week over week. Produce changes will take place in the coming weeks and different products will be brought in. Hot bar/deli is also being overhauled but might take a few months to be fully implemented. Other departments will also be revamped over time and inventory management is changing.
- Financial should be available at the next board meeting.
- Dennis has had the opportunity to meet with several members to get feedback on their perspectives on the co-op and is taking all suggestions under consideration.

# Reporting & Board Decisions

## Resolution for ONF Bank Accounts

- Board members received a Banking Resolution via email and voted on Resolution Nov. 6th 2023. Resolution passed unanimously and signed by all Board Members via docusign.

## Approve Committee Charters (Policy, Perpetuation, Outreach)

- Joshua Youngblood shared Policy Committee Charter to the Board via email prior to the meeting. No concerns from the Board regarding Policy Committee Charter.
- Cannon McNair shared Perpetuation Committee Charter via email prior to the board meeting. No concerns from the Board regarding charter.
- Denny Warren shared Outreach Committee Charter via email ahead of the board meeting. No concerns from the Board regarding the charter.
- Motion to approve Policy Committee, Perpetuation Committee and Outreach Committee Charters as presented was made, seconded, and carried unanimously.

## Policy Committee

- Joshua reported that Policy Committee met two weeks ago and reviewed the whistleblower policy and employee handbook. Waiting on management for action due to employee handbook also under legal review. Whistleblower Policy will be presented for approval and will be included in the Employee Handbook.

## Perpetuation Committee

- Cannon reported that Perpetuation Committee met and discussed the charter as well as the idea of transparency on Board terms. Also updated calendar with milestone dates for 2024.
- Budget, vision, and date are needed for planning the 2024 Annual Owners Meeting. Recommended date is Sunday Sept 15th.
- Motion to set the date of 2024 Annual Owners Meeting Sunday September 15th was made, seconded, and approved unanimously.

## Outreach Committee

- Denny reported that the committee is working on several events for the 2024 calendar including a farmer dinner, breakfast drop in opportunity for members, and trail cleanups.
- Denny is going to create an events calendar for the upcoming year, which could include co-op events as well as Board outreach events.

- December 3 - Farmer Appreciation Dinner
- March 9, 2024 next trail clean up
- Thursday January 25 @ 8:45am breakfast for owners + board - scones / hot bar /fruit platter
- Dennis to determine a way to make this calendar available to the public.

## Board Member Stipends (proportionality)

- Randy presented financial figures with the board via email, as of October the Board has spent \$28,824.00 of the \$48,000 budgeted for the year. There are still expenses outstanding including the upcoming farmer dinner.
- With the lump sum remaining, the Board must determine proportionality and could consider 2% for President, 1.5% for Officers, and 1% for Board members.

## Discussions

### End of Year Discussion

- Randy is working on next steps for hiring a new General Manager, target January 2024 to start the process.

### Board Calendar Changes

- Due to changes in reporting style, the Dashboard will replace certain monitoring reports. Dennis will not be following the conventional reporting.

### Board Retreat Number 2 options

- Randy will check with Thane to see which dates in March would work for a Retreat.

### Board Records

- Currently there is no back up for Board Records. Dennis to determine a way to back up the board's records.

## Policies for review/discussion:

- D6- Board President Role
- D13-Records Policy

## Upcoming meeting dates:

- November 28th, 2023 - November Monthly Meeting



## Meeting adjourned at 8:37 pm

### Member Comments:

- Theresa Wolfe - Interested in the status of the grievance policy...has it been formalized yet? Theresa stated she was disappointed that her question about having employees on the board was not included on the survey.
- Julia (?last name) - Shared feedback from another member that she is feeling very hopeful with the changes taking place at the store.
- Graham Foster - Wondering why the co-op is not offering US grown fruit? Labeling on produce is conflicting- advertised as "US grown" but stickers on the fruits are from other countries. Also noticed that there are no longer organic peanuts in the grinder. Almonds in the grinder aren't organic or local. Could not find organic peanuts in the store at all. He would also like to be allowed to play his guitar out front for tips from time to time, as well as other local musicians.