

**Ozark Natural Foods
Board Meeting Minutes
January Meeting**
Tuesday January 25th, 2021
6:30 p.m.

Board Members Present: Joshua Youngblood, Ben Ozanne, Randy Wilburn
Danielle Dotson, Elizabeth Quinn, James Selvey
Carly Reaves

Board Members Absent:

Staff Members Present: Mike Anzalone, Lisa Garrett

Consent Agenda: Motion was made to approve consent agenda **was made, seconded and carried unanimously.**

Floor Reports

President's Report:

- Ben met with Thane, Randy also joined. Discussed what the board wants to achieve and get better at what we do. Also met Mike this month, good discussion.

GM Report:

- First staff members have tested positive for Covid, 3 total. Appears it was not contracted at the store. CDC guidelines were followed and extra cleaning took place.
- Taxes- 2019 loss carry back submitted to IRS. Year end financials will change slightly as the book close for the year.
- PPP- Received \$402,000 forgiven entirely, including interest. This will possibly be taxed as revenue and not a grant. Arkansas extended the grant deadline for \$75,000. Could also be either a grant or revenue.
- Wegner CPAs will handle 2020 audit. They've already reached out to begin the process.
- FoodLoops partnership has begun and the co-op has compostable packaging in seating area and back of house. 60% of kitchen packaging is commercially compostable.
- Thane connected Mike with Art Sherwood, a consultant to help leadership success. Mike has signed up for a 3 month contract.

Reporting & Board Decisions

B3 Financial Condition & ENDS Review

- Does not have end of year financials yet. It will take another 2-3 weeks to close out the books. Mike requests B3 will have to be delayed until data is received.
- Mike requested the board consider not requiring the ENDS report this year. There are several factors to this request including the move to new location, covid complications and temp governance reports. Mike feels the new ENDS statement needs to be approved and reporting needs to start fresh.
- **Motion** to accept GM recommendation to not submit the ENDS report for calendar year 2020 **was made and seconded and carried unanimously.**

B9-Sustainability

- Mike submitted report as non compliance based on the sustainability metrics and collected data, and has started a remediation plan. Josh encouraged Mike to consider that he has made strides to make the co-op sustainable within considerations based on Covid guidelines and move to new building. The Board discussed the information and how to proceed.
- The Board will accept it with the remediation plan be reviewed one year from this date. This will capture the appreciate data for the new building.
- **Motion** to accept the report as submitted as non compliant with the move towards meeting compliance as indicated in the report suffice to the next calendar year was **made, seconded and carried unanimously.**

B2-Business Planning and Financial Budgeting

- Business Planning and Financial Budgeting- Aligned with sales objectives of NCG and shore up supply chain. Mike submits non compliance due to the final year end numbers not being in and also the board needs to have a discussion about the year ahead.
- The Board can revisit in the 3-6 months and check in with the GM to check steps towards compliance have been made.
- **Motion** to accept the report as presented as noncompliant and for the board to revisit after B3 financial conditions have been submitted **was made, seconded and carried unanimously.**

Perpetuation Committee

- Met virtually, reviewed board packet and finalized 2021 dates.

Owner Outreach Committee

- Met and discussed options for 2021 owner engagement. One idea is 'adopt a trail' between Dickson and North St. to clean up periodically.

Policy Committee

- Follow up on retreat report, went through recommendations and brainstormed. Looked at Ends and discussed with Mike. Also discussed policy committee review policies under the lens of DI and anti-racism.

Discussions

ENDs discussion

- Thane presented three versions of the ENDs statements and the board discussed the various nuances of the language and bullet points, and made some slight revisions.
- Motion to accept Josh's version as revised was made, seconded and carried unanimously.

Year Ahead

- Based on financials and the possibility of a loss during 2021, Mike feels that might be time to take a step back and not pursue opening a second location at the moment. He would like to take a year and develop policies and procedures for the new store. He feels its best to fine tune operations with the new store before moving forward with a second location.

AMM Discussion

- Ben recommends planning another virtual event for 2021. Making the decision this early in the year will allow for plenty of lead time in planning.

Board Education

- Columinate Webinars are included in membership. There are several trainings and topics available.
- Ben encouraged board to try and join some of them for additional training.

Policies for review/discussion:

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

Upcoming meeting dates:

- January Feb 23rd, 2021

Meeting adjourned at 8:56pm

Owner Comments:

No owner comments

**Ozark Natural Foods
Board Meeting Minutes
February Meeting**
Tuesday February 23rd, 2021
6:40 p.m.

Board Members Present: Joshua Youngblood, Ben Ozanne, Randy Wilburn
Danielle Dotson, Elizabeth Quinn, James Selvey
Carly Reaves

Board Members Absent:

Staff Members Present: Lisa Garrett

Consent Agenda: Motion was made to approve consent agenda **was made, seconded and carried unanimously.**

Floor Reports

President's Report:

- Ben met with Thane, Randy also joined. Discussed Ends and some policy topics, as well as looking ahead for what the board wants to achieve.

GM Report:

- Mike is on leave, will send an email update.

Reporting & Board Decisions

B3 Financial Condition

- Mike is on leave, report pending.

B1-Staff Relations

- Mike is on leave, report pending.

Perpetuation Committee

- Committee is putting forward the revised application for board approval.
- **Motion** to accept Board Candidate Application was **made, seconded and carried unanimously.**
- Board discussed the possibility of changing quorum requirements for Annual Owner Meeting. This would require further legal research and discussion.

Member Engagement Committee

- Discussed ideas with City of Fayetteville about Greenway trail cleanup, as well as a food pantry. The City also suggested that the co-op could lend support in other ways including providing food/drink to events around city (clean up events).
- Board discussed changing name of committee to properly reflect the activities of the committee
- **Randy moved** to change the name of the Member Outreach Committee to Member Engagement Committee. **Motion was made, seconded and carried unanimously.**

Policy Committee

- Discussed the concept of equity and if it needs to be covered in the new ENDS statement.
- Updated DI assessment for policies. Talked about new tools from Columinate as well as proposals Carly brought forth. Reach back out the UA students to see if they can assist.
- Quinn brought forth D4 and committee discussed changes. Changes are presented to the board which is how board meetings are conducted to give more consideration to virtual options including records of meeting available for 3 months. Committee also discussed changes to D8, D9.
- Carly will be sending drafts with proposed revisions.
- Reporting calendar will be updated at next meeting.

Discussions

CCMA

- This year CCMA will be held virtually from June 7th-11th. All seven board members can attend since it will be cheaper and virtual.

ENDs Recap

- Quinn proposed adding 'equitable' before *healthy community* in opening section of the ENDs statement. Board discussed ENDS change proposal. J
- **Josh moved** to revise the ENDs statement to reflect the following sentence: Because of The Co-op, there is a cooperative economy and, **equitable** healthy community with:
- **Motion** to approve change was **made, seconded and carried with 6 'ayes' and one 'no'**.

Board Education: Financial Training

- Ben asked for feedback from this month's webinar: Financial Training. There are monthly webinar trainings available for board training/viewing.
- Board will continue viewing monthly training webinars on the various monthly topics. March topic will be 'policy'.

Policies for review/discussion:

- D5- Board Monitoring

Upcoming meeting dates:

- March 23rd, 2021

Meeting adjourned at 8:12 pm

Closed Session:

Owner Comments:

No owner comments

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Policies for review/discussion:

- D5- Board Monitoring

Upcoming meeting dates:

- March 23rd, 2021

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Closed Session:

Owner Comments:

No owner comments

**Ozark Natural Foods
Board Meeting Minutes
March Meeting
3/30/2021**

Board Members Present: Joshua Youngblood, Ben Ozanne, Randy Wilburn
Danielle Dotson, Elizabeth Quinn
Carly Reaves

Board Members Absent: James Selvey

Staff Members Present: Mike Anzalone

Consent Agenda: minutes were not received from February Meeting. Voting tabled to email vote once received from Secretary.

Floor Reports

President's Report:

- Call with CDS Consultant Thane Joyal regarding growth and improvement of Co-Op.
- Monthly meeting with General Manager
- Resign audit report- Wegner's CPA will conduct the audit, but will not do our taxes.

GM Report:

- Update on Food Loops partnership. Happy to report that over 50% of kitchen and bar packaging is compostable.
- Tax penalty in January. Co-Op will pay a \$2600 penalty for late submission.
- PPP Loan- did not qualify for this round due to previous receipt of loan that was forgiven.
- Covid Procedures- Store Manager and HR will continue masking in Front of House operations. Masking will cease in the Back of House.
- New bike pavilion is under construction. City to pay concrete and dirt work. Ribbon cutting slated for Earth Day, April 22. To encourage more pedestrian and bicycle traffic, there will be incentives to walk or ride bicycles to Co-Op. Local treats each month. The goal is to have at least ten people each day to increase the parking spaces.
- New sales record- \$260,700 sales in one week. The Deli sold \$10,000 in sushi in one week!
- Labor costs- working to keep costs under control while ensuring the store is appropriately staffed.
- GM presented the Infiniti Cycle which explains how/why will grow and prosper.

Reporting & Board Decisions

B3 Financial Condition

- \$129k income from net operations. Store is healthy. GM submits compliance.
Motion to accept the report as presented as compliant was made, seconded and carried 6-0, one member absent.

B1-Staff Relations

- **Motion to accept the report as presented as compliant was made, seconded and carried 6-0, one member absent.**

B4- Asset Protection

- **Motion to accept the report as presented as compliant was made, seconded and carried 6-0, one member absent.**

Perpetuation Committee

- Applicant Information Session Zoom call is 4/15 at 6:30. Interested applicants should email Danielle@onfboard.com for the meeting link.

Member Engagement Committee

- Ongoing discussion regarding our partnership with the City about trail cleanup and clean up events around town.

Policy Committee

- IDEALS Institute offers a free consultation. Committee to continue with policy audits.

Discussions

Board Education: Explorations in Governance & Board Growth: PCC

- Define our values. We've never clearly defined them, only implied. Do we add more safeguards?
- Do we consider a nine member board as the Co-Op grows?

Board Policies

- D14 Board Benefits: explore equitable compensation
- Columinate training available for DEI and directors roundtable discussions.

Upcoming meeting dates:

- April 27, 2021

Meeting adjourned at 8:30 pm

Owner Comments:

No owner comments