

Ozark Natural Foods Board Meeting Minutes

Tuesday January 25th, 2022 - 6:30pm

Board Members Present:

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

Board Members Absent:

Carly Reaves

Staff Members Present :

Mike Anzalone, Lisa Garrett

Consent Agenda:

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

Floor Reports

President's Report:

- Randy, Quinn and Mike met to discuss his evaluation, our response to that evaluation and different compensation options the board could consider.
- Randy and Quinn have been researching General Manager compensation from Columinate and NCGA to ensure Mike's eval and performance is on track.
- The board voted January 8th, to allow our auditors, Wegners, to perform a review for 2021 instead of an audit. This would allow us to turn our information in sooner to NCG's Joint Liability Fund (JLF) to request a refund of a portion of the money they are currently holding on our behalf.

GM Report:

- Mike updated the board on some previous governance reports in which he expressed that they would be updated before the end of the year. The manuals are the Staff handbook and the Emergency Plan. The store conducted a staff survey which will be shared with the board in upcoming reports.
- CCMA 2022 has been announced, it will be in Sioux Falls this year, June 9th-11th.

- Mike is scouting out locations for a potential first satellite location.
- Mike hired a consultant to help create a pricing strategy and price perception training for the department managers.

Reporting & Board Decisions

Audit/Review Schedule with Wegner

- Board voted over email and approved changes to the audit schedule to allow our auditors, Wegners CPA, to perform a review for 2021 instead of an audit. This would allow the co-op to turn information in sooner to NCG's Joint Liability Fund (JLF) to request a refund of a portion of the money they are currently holding on the co-ops behalf.
- Motion to affirm the Board decision January 8th to shift audit from a regular audit to an audit review made, seconded and carried unanimously.

Perpetuation Committee

- Ben reported that the committee has started looking at important dates to start planning for the fall 2022 election.

Policy Committee

- Josh reported that the committee talked through changing the policy to better reflect the dates for GM evaluation.
- The committee presented a proposal to change the language of Policy C.4 to better reflect the General Manager hire date versus an arbitrary date on the calendar.
- Motion to accept the policy committee's recommendation to change policy C4.H concerning the date of the GM's annual evaluation to align with their hire dates made, seconded and carried unanimously.

Outreach Committee

- Carly reported the committee has picked a date for spring clean up for trail, it is scheduled for Saturday April 16th 9am-11am.
- The goal is to complete 3 cleanups before the next election cycle (spring, summer, fall).
- Board will wear matching shirts and snacks/drinks will be provided during the event.

Discussions

The Year Ahead

- Mike presented his vision for the year ahead. Mike would like to operate the current co-op as a 'home base' location and open satellite locations which will receive product from home base location. Satellite locations could be in rural areas as well as the Bentonville-Fayetteville corridor.

AMM Discussion

- Ben advised that the Annual Member Meeting is typically the second weekend in September which will be Sept 11th this year.
- There will be four board seats open this year.
- The meeting will take place in person this year with a virtual option.

Board Education: Columinate Webinars

- Randy reminded the Board that there are various webinars available through the co-op's Columinate contract.
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Policies for review/discussion:

Policies for review/discussion:

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

Upcoming meeting dates:

- February 22nd, 2022

Meeting adjourned:

- 9:01pm

Owner Comments:

None

Ozark Natural Foods Board Meeting Minutes

Tuesday February 22nd, 2022 - 6:30pm

Board Members Present:

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

Board Members Absent:

None

Staff Members Present :

Mike Anzalone, Lisa Garrett, Tanja Ray

Consent Agenda:

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

Floor Reports

President's Report:

- Randy reported that he and Quinn have met with Thane to discuss CCMA participation and encouraged all board members to attend if possible.
- Randy also met with Mike this month as well as Wegner CPAs. Randy is still waiting on audit review and results for 2020.
- Randy and Mike discussed the board budget and reallocating funds for 2022.

GM Report:

- Mike apologized that the ENDS report was not submitted; he was very sick with Covid for two weeks. He will submit them once they are completed; the board can review now or wait until next month.
- The co-op won 2nd place for "Building of the Year" World Architect Magazine!
- Mike is considering a mortgage strategy now that the co-op is up and running in the new location due to a large balloon payment in 2029.
- Proposed margin training will be presented to the staff to allow them to start pricing their items appropriately.
- Fresh department splitting into produce and kitchen.

- The 2022 budget is balanced with as assumed 2% sales growth but still pending due to a few large purchases being considered.
- New social media campaigns are being launched and are very successful so far.

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.

B1- Staff Relations

- 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

- Ben presented the Board Candidate Application for the 2022 election. Ben also presented the date requirements for Annual Owner Meeting to be 9/18/22 and Annual Board Meeting 10/4/22.
- Motion to approve candidate packet as presented by the perpetuation committee and date change suggestions was made, seconded and carried unanimously.

Policy Committee

- Josh reported that the committee reviewed the annual calendar and discussed certain policies. The policy monitoring calendar was also reviewed.
- Committee would like to have more data and feedback on policies for the board and what it would look like to collect that information. One idea would be board exit interviews.

Outreach Committee

- Carly reported that the trail clean up is scheduled for Saturday April 16th 9am-11am. There is also a possible Earth Day cleanup opportunity with more information to come.

Discussions

Board Budget

- Randy presented a board budget amount of \$40,000 which includes training and travel.
- Randy broached the issue of board discount versus board stipend and is it equitable to the amount of work officers and board members put in.
- Board discussed the possible recruitment benefits of offering a board stipend.
- Bylaws required a membership vote in order to add a stipend to board officers and members.

Board Education: CCMA June

- Randy is working on headcount for CCMA June 9th-11th. Joshua and Randy are both planning on attending.

Policies for review/discussion:

Policies for review/discussion:

- D5- Board Monitoring

Upcoming meeting dates:

- March 29th, 2022

Meeting adjourned:

- 8:32pm

Member Comments:

Member is concerned that transgender employees are required to deadname themselves in certain situations. Tanja/Mike explained that legally there are certain times that legal names are required. For example paychecks, IRS tax documents, and health insurance require legal names. Board and management will discuss solutions.

Ozark Natural Foods Board Meeting Minutes

Tuesday March 29th, 2022 - 6:30pm

Board Members Present:

Randy Wilburn, Ben Ozanne, Elizabeth Quinn, Leanne Baribeau, Denny Warren, Carly Reaves

Board Members Absent:

Joshua Youngblood, Danielle Dotson

Staff Members Present :

Mike Anzalone, Lisa Garrett, Thane Joyal

Consent Agenda:

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

Floor Reports

President's Report:

- Randy reported that he and Quinn met with Thane to discuss general topics; current state of the board, board communications and responses to membership, as well as maintaining proper control throughout board meetings.
- Randy attended the Black Apple Awards on behalf of ONF.

GM Report:

- NCG lost Harvest Moon Natural Foods Coop; they officially closed their doors on February 28th. They were a small co-op in Minnesota that opened in 2010. The reasons cited for closing were Covid and management turnover.
- NCG Risk Management Committee voted to remove ONF's monthly monitoring requirements. Because of this, ONF will be able to go back to "normal" reporting (quarterly instead of monthly).
- Mike is unsure where Wegner CPAs are at in their review but know that they are targeting the end of March for completion. Daniel has submitted everything they have re-requested, and Mike will pass along the results to the board as soon as they are provided.

- Mike and team are in the process of recreating ONF's pricing strategy, which he expects to quickly and positively impact margin once implemented.
- Mike has made an employment offer to a new kitchen manager, Adam Graves. Adam was selected based on his lengthy experience and his ability to teach production skills and bring variety to our product lines.

Reporting & Board Decisions

END's Report

- Mike presented the 2021 END's Report.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- Motion to accept the END's Report was made, seconded and carried unanimously.

D14- Board Benefits

- Board Benefits was discussed in the most recent Policy Committee meeting.
- Mike was going to explore this further, proposing the board budget (including compensation) could be adjusted each year based on increases in sales.
- Randy suggested the topic be discussed further in a side meeting to make sure the solution is equitable for everyone.

Perpetuation Committee

- Ben clarified that there are 4 seats to be filled in the next election cycle.
- Danielle, Randy, and Denny are up for re-election, but Danielle will not be running again. Additionally, there is 1 new seat to be filled. There will be 3 seats given 3-year terms, and 1 seat given a 2-year term. This is in attempt to have a balanced number of seats open each year.
- Ben reported that they still need a Member at Large to sit in on the Board Candidate interviews, and that he has requested that Heather be the staff representative.

Policy Committee

- Josh was absent; Mike reported on the discussion that was had at the Policy Committee meeting regarding Board Benefits.

Outreach Committee

- Carly communicated the final details for the Trail Clean Up to take place April 16th.

Discussions

Patronage

- Mike and Finance's recommendation was to not return patronage for 2021. The reasons cited were that there are a lot of ideas to improve the new building, as well as lots of ideas for projects that need capital.
- Motion to not allocate funds from business done with members for patronage for 2021 was made, seconded and carried unanimously.

Co-Op Marketing Plan

- Lisa shared the Marketing Plan report with the board, covering target markets, geo-geographic markets, ONF's unique selling proposition, and the positioning strategy.
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Policies for review/discussion:

D14 - Board Benefits

- Randy suggested the topic be discussed further in a side meeting to make sure the solution is equitable for everyone.

Upcoming meeting dates:

- April 26th, 2022

Meeting adjourned:

- 8:12pm

Owner Comments:

- None

Ozark Natural Foods Board Meeting Minutes

Tuesday April 26th, 2022 - 6:30pm

Board Members Present:

Randy Wilburn, Josh Youngblood, Ben Ozanne, Elizabeth Quinn, Denny Warren, Carly Reaves, Danielle Dotson

Board Members Absent:

Leanne Baribeau

Staff Members Present :

Mike Anzalone, Lisa Garrett,

Guest Speaker Jeremy Pate with Walton Family Foundation:

Jeremy is working on affordable housing and transportation initiatives with WFF and gave a high level overview of projects within NWA.

Consent Agenda:

Motion to approve consent agenda made. Motion was made, seconded and carried 5 ayes, 2 abstained due to absence from last meeting.

Floor Reports

President's Report:

- Randy reported that he and Lisa met for lunch to catch up and discussed ideas on how to continue to tell the co-ops story.
- Quinn met with Thane to check in on the last month, and talked about Mike's co-op expansion ideas.

GM Report:

- Mike reported that everyone on staff received a \$0.50 raise!
- NCG Food Impact Report was published, Mike will share that data with the board.

- Staff attended margin training which included basics in category management and pricing to compete. Training was then applied to the pricing strategy committee to create new pricing strategies.
- Sales loss in March partially due to inflation and customers potentially making less trips due to higher gas prices and trying to save money.
- Recent Earth Day celebration was very successful, the City of Fayetteville gave out composting buckets and Airship Coffee gave out information on their sustainability efforts. Sales were good that day as well.

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 approve B3 Financial Conditions as submitted was made, seconded and carried 6 ayes and 1 abstained.

Perpetuation Committee

- Ben reported that the committee is going to try a different matrix this year for determining board candidacy qualifications. The format and questions will also change to allow for a more straightforward process. May 10th will be the interview date for potential board candidates.

Outreach Committee

- Carli reported that clean up was canceled due to storm potential however it is rescheduled for May 7th.

Discussions

Board Retreat

- Date for 2022 Board Retreat will take place October 15th.

Scheduled to discuss Board Benefits

- The Board will meet to discuss board benefits via zoom. Meeting scheduled for Monday May 2nd 6:00-7:00pm.

Policies for review/discussion:

B3-Financial Conditions

Upcoming meeting dates:

- May 24th, 2022

Meeting adjourned:

- 8:30pm

Executive Session:

- Changes at the co-op/directors clarification

Member Comments:

- T. Shepherd: Excited about the trail cleanup which was unfortunately rained out. She plans on attending the next event.
- Nancy Starr: Visited three other co-ops over the last few months and shared her observations.

Ozark Natural Foods Board Meeting Minutes

Tuesday May 24th, 2022 - 6:30pm

Board Members Present:

Randy Wilburn, Josh Youngblood, Ben Ozanne, Elizabeth Quinn, Denny Warren, Leanne Baribeau

Board Members Absent:

Danielle Dotson, Carly Reaves

Staff Members Present :

Mike Anzalone, Lisa Garrett

Consent Agenda:

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

Floor Reports

President's Report:

- Randy reported that he met with Mike today to catch up on the big plans for the co-op.
- Quinn and Randy had their monthly meeting with Thane and discussed how to manage the open board seats for the upcoming election, as well ideas on how to attract qualified board candidates.

GM Report:

- Mike reported that he and Randy met this month to discuss ideas for strategic growth for the future.
- Mike met with another co-op GM as a mentor opportunity this month.

Reporting & Board Decisions

B5-Communication to the Board

- Mike will email out B5 Communication to the Board (delayed report) once

- completed hopefully within 48 hours.
- Report will be reviewed by the board over email.

Perpetuation Committee

- Ben reported that there are four open spots and three candidates for the upcoming board election.
- The board discussed options to get additional candidates for the board election, including reaching out to potential candidates personally.
- Ben presented the candidates for the upcoming election as Randy Wilburn, Denny Warren and Danielle Dotson. Ben presented the candidates for board recommendation approval.
- Motion to approve the recommendation of board candidates as presented was made, seconded and approved with 4 ayes and 2 abstaining.

Member Outreach Committee

- Quinn presented Happy Hour date options of July 21st or Aug 18th. July 21st confirmed as Happy Hour date.
- Trail cleanup date options are July 30th and September 10th. July 30th confirmed as trail clean up date for the second of three cleanups required by the city. October 8th will be third cleanup date.

Policy Committee

- Josh reported that the policy committee met on May 4th to discuss ideas around compensation. Josh created language around policy changes regarding board compensation.
- Bylaws 3.5 gives information around the board compensation and 5.10 Compensation Section - any changes can be made by a vote of simple majority of active members at annual meeting.
- Josh proposed a hybrid approach of both monetary and store discount which was further discussed.
- Josh will draft the compensation language and formula to determine overall Board budget and the compensation figures within, which will then be brought back to the board for further discussion.

Discussions

Bylaw changes to review

- This was covered during the Policy Committee update.

Additional Board candidate options

- This was covered during the Perpetuation Committee update.

Policies for review/discussion:

- C1- Unity of Control
- D1-Governing style

Upcoming meeting dates:

- June 21st, 2022

Meeting adjourned:

- 7:42pm

Member Comments:

- None

Ozark Natural Foods Board Meeting Minutes

Tuesday June 21th, 2022 - 6:30pm

Board Members Present:

Josh Youngblood, Ben Ozanne, Elizabeth Quinn, Denny Warren, Leanne Baribeau, Danielle Dotson, Carly Reaves

Board Members Absent:

Randy Wilburn

Staff Members Present :

Mike Anzalone, Lisa Garrett

Consent Agenda:

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

Floor Reports

President's Report:

- Quinn read the President's report in Randy's absence
- Randy shared via email that he enjoyed CCMA; we seem to be in a good spot compared to other co-ops
- Randy shared via email that Curate Co. had a successful event this month, and asks Lisa to share the video from it if it exists.

GM Report:

- Mike shared the new employee travel policy and advised board on their options to follow the new plan or monitor themselves on travel budget
- Mike shared the latest NCG Reports and Shopper Survey results; the detailed reports will be shared with the board via email
- Mike introduced his modernization plans for the co-op organization chart. Key elements of this include reducing the number of buyers, new pricing strategies, a new position of 'Operations Manager' responsible for everything outside of the store, and general new career opportunities for employees.

Reporting & Board Decisions

B5-Communication to the Board

- Motion to approve the report as submitted was made, seconded and approved with 7 ayes.

B6-Management Continuity

- There are 3 employees able to step into the GM role if necessary; Lisa, Tonya, Emily
- Motion to approve the report as submitted was made, seconded and approved with 7 ayes.

Perpetuation Committee

- Board will need to discuss how to open the floor at AMM to make sure people can get nominated properly
- Denny confirmed that there is a potential candidate that will be asking for a floor nomination; Josh also plans to speak to a few people about doing the same
- Lisa needs statements from all candidates as soon as possible
- Lisa confirmed format of AMM, starting at 1p on 9/18; quorum is no longer needed for the event, so expected to begin on time

Member Outreach Committee

- Carly confirmed the Member Happy Hour date of July 21st and confirmed time of 5:30p
- Lisa clarified language that will be used to advertise the event, and the use of QR codes
- Carly confirmed that the trail cleanup will be the morning of July 30th

Policy Committee

- Josh reported that the policy committee did not meet last month
- Josh drafted language for board compensation, and shared with the board via email
- The revision will be on the ballot at amm to be voted on by the members

Discussions

CCMA Report

- Josh informed the board of his and Randy's attendance to CCMA

- Lower attendance than past years, but first year back in person since the start of Covid Mondragon was the keynote speaker - 81k employee co-op in Spain, delivered the message "Co-op's are not just local - you have to think bigger"
- There was discussion around how co-ops can help with civil engagement, encourage people to be involved in voting
- Josh to download the State of the Coop Governance report, and send to the board
- CCMA 2023 will be in Sacramento.

Role of the Treasurer

- Carly brought forward concerns that the role of treasurer for ONF is not well defined; Quinn and Josh agreed
- Topic slated for the policy committee to review and bring back to the board

Policies for review/discussion:

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

Upcoming meeting dates:

- July 26th, 2022

Meeting adjourned:

- 7:59pm

Member Comments:

- None