

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

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

Board Members Absent:

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

**Consent Agenda:**

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

**Floor Reports**

President's Report:

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

GM Report:

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

**Reporting & Board Decisions-**

B9- Sustainability

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

Board Compensation Electronic Vote

- Joshua Youngblood reviewed language of the motion made via email regarding Board Compensation which read as follows:
    - "Per the compensation change approved by the ONF membership September 2022, I move that the Board adopt the following proportional approach to divide the amount of the unused 2023 Board budget (\$11,399), 2:1.5(2):1(6). This reflects that a total of eleven portions will be divided so that the President receives two portions, the Vice President and Secretary/Treasurer each receive one- and one-half portions, and each of the other directors receive one portion each; furthermore, these stipends should be disbursed in one lump sum in order to ease the impact of monthly disbursements on co-op management.
- The resulting approximate amounts for stipends are:
- o Director: \$1,036.27
  - o Secretary and VP: \$1,554.40
  - o President: \$2072.54.

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

### Perpetuation Committee

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

### Policy Committee

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

### Outreach Committee

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

### **Discussions**

#### GM Dashboard

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

### Board Retreat Agenda

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

### Financial Review and Audit Options

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

### GM Search Update

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

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

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

### **Upcoming meeting dates:**

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

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

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

**Member Comments:**

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