

**Ozark Natural Foods
Board Meeting Minutes
January 2025 Meeting
Tuesday January 28th, 2025
6:30 p.m.**

Board Members Present: Randy Wilburn, Danielle Hoffman, Denny Warren,
Megan Knutson, Nick Carson Kim Bryden,
Jacob Sheatsley, Joshua Youngblood
Cannon McNair (zoom)

Board Members Absent:

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

Consent Agenda:

- **Motion** to approve November Board Meeting Minutes was **made, seconded, and carried 8 ayes, 1 abstained.**

Floor Reports

Co-Metrics:

- Tony Alongi joined the meeting to give an overview of Co-Metrics. Co-ops are required to share financial information with Co-metrics, so NCG members have visibility of the NCG co-ops across the country.
- Data is used to see how each co-op is performing.

ONF Marketing Update:

- Lisa presented a Marketing Update highlighting ONF's brand, strategy for driving sales, and community relations (book nook, community change, giving advisory board).

President's Report:

- Randy reported that he has reviewed the monthly report and is very proud of the financials and how far things have come in one year. He appreciates the staff and all the hard work that has gone to get the co-op to this point.

GM Report:

- Dennis presented the GM Monthly Dashboard for December 2024 with KPIs including sales, comp sales, net income, cash on hand, and other relevant markers. Dennis is also developing the culture of the co-op.

Reporting & Board Decisions-

B9 Sustainability

- Dennis reported on B9 Sustainability as part of the GM Monthly Dashboard.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B9 Sustainability as presented by Dennis was **made, seconded and carried unanimously.**

Perpetuation Committee

- Perpetuation Committee met and completed Charter with minimal changes.
- Denny, Danielle and Randy are up for re-election this year, the committee will be reaching out to them in the near future.
- Discussed Onboarding training for new board members.

Outreach Committee

- Denny met with Dennis, Lisa and Heather to discuss the upcoming Farmer/Vendor Dinner scheduled for Sunday February 23rd at Mount Sequoyah.

- The committee completed and submitted charter for the coming year.

Policy Committee

- Policy Committee met and discussed an overall review of the policies and procedures.
- The committee submitted their charter for approval.

Committee Charter Approvals

- **Motion** to accept Perpetuation, Outreach, and Policy Committee Charters as submitted was **made, seconded and carried unanimously.**

Discussions

Board Compensation

- Due to expenses, there is no remaining funds for board compensation for 2024. Randy suggested revamping for 2025 to ensure the board receives compensation for their time.
- This will be discussed at a future meeting.

Columinate Contract Renewal

- Randy presented the 2025 Columinate Contract for approval. **Motion** to approve 2025 Columinate contract was **made, seconded and carried 8 ayes and 1 abstained.**

Policies for review/discussion:

- D7- Vice President's Role
- D8- Secretary's Role
- D9- Board Member Code of Conduct
- C4- Monitoring GM Performance

Upcoming meeting dates:

- February 25th, 2025- February Monthly Meeting

Meeting adjourned at: 8:42 p.m.

Member Comments:

2025 Ozark Natural Foods Operational Plan Ten Points to Drive Sales and Profit

1. Culture	
Details: <ul style="list-style-type: none"> • Monthly All Hands Staff Meetings • Training and Development • Culture Club 	Timeline & Progress: <ul style="list-style-type: none"> • Learning League – in progress • The How-to-do Crew – in progress • Motivation Station – in progress
2. Lower Cost of Goods for Store	
Details: <ul style="list-style-type: none"> • Grocer Supply term agreement • AWG contract negotiations • New Floral Vendors • Sales to Purchase tool 	Timeline & Progress: <ul style="list-style-type: none"> • All details in progress
3. Produce, Floral Department Reset	
Details: <ul style="list-style-type: none"> • Minimum a theme a month 	Timeline & Progress: <ul style="list-style-type: none"> • Monthly
4. Deli, Kitchen Department Reset	

Details: <ul style="list-style-type: none"> Menu pre-planned 	Timeline & Progress: <ul style="list-style-type: none"> Weekly
5. Meat, Seafood Department Reset	
Details: <ul style="list-style-type: none"> Adding new product assortment 	Timeline & Progress: <ul style="list-style-type: none"> End of March 2025 – reset
6. Wellness Department Reset	
Details: <ul style="list-style-type: none"> Adding new product assortment 	Timeline & Progress: <ul style="list-style-type: none"> End of March 2025
7. Center Store Reset	
Details: <ul style="list-style-type: none"> Adding new product assortment 	Timeline & Progress: <ul style="list-style-type: none"> TBD
8. Customer Service	
Details: <ul style="list-style-type: none"> Vibe increases energy in the store 	Timeline & Progress: <ul style="list-style-type: none"> 2025 staff survey will begin in February
9. Marketing and Advertising	
Details: <ul style="list-style-type: none"> 72-hour sale 2025 Marketing Plan Produce weekend flash sales Wellness, bulk foods, and taproom specials for members only 	Timeline & Progress: <ul style="list-style-type: none"> All part of our Go-to Strategy
10. IT	
Details: <ul style="list-style-type: none"> Assess, audit existing IT systems 	Timeline <ul style="list-style-type: none"> New weekly sales, labor and double stack comps report Upgrade from SAGE to QuickBooks Online (QBO) and upgrading chart of accounts, bill pay options

**Ozark Natural Foods
Board Meeting Minutes
February 2025 Meeting**
Tuesday February 25th, 2025
6:30 p.m.

Board Members Present: Randy Wilburn, Danielle Hoffman, Denny Warren,
Megan Knutson, Nick Carson, Kim Bryden,
Jacob Sheatsley, Joshua Youngblood
Cannon McNair

Board Members Absent:

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

Consent Agenda:

- **Motion** to approve January Board Meeting Minutes was **made, seconded, and carried unanimously.**

Floor Reports

AFIC Arkansas Food Innovation Center:

- Daymara Baker presented upcoming initiatives within AFIC.
- The new facility will have a food kitchen for rent with 24/7 access. This will help small businesses, including food trucks and caterers. There are 8 cooking stations, 8 prep stations.
- Food processing capabilities are also available. This could potentially help get more products into ONF.
- AFIC can work on recipes with vendors and create products in-house including packaging and labeling.

Board Education: ONF DEI programs/initiatives.

- Anne-Marie Holiman presented ONFS's current initiatives including Culture Code training, staff survey, safety committee including proposed changes within the store, leadership classes and trainings, etc.

President's Report:

- Randy has been reviewing the Bylaws and board compensation, as well as planning guest speakers for the current year. Randy encouraged board members to reach out to one another and consider getting to know one another outside of board meetings.

GM Report & Monitoring Report

- Dennis presented the GM Monthly Dashboard for January 2025 with KPIs including sales, comp sales, net income, cash on hand, and other relevant markers. **Motion** to accept GM Monitoring Report which includes B1 Staff Relations, B2 Business Planning and Financial Budgeting and B3 Financial Conditions was **made, seconded and carried unanimously.**

Perpetuation Committee

- The Perpetuation Committee met to work on the Candidate packet, which will be launching soon.
- Danielle, Denny, and Randy are up for re-election this year.
- Briefly discussed AMM for things to consider this year including budget, location, etc. Would like board's feedback for ideas and feedback.

Outreach Committee

- Denny recapped the Vendor dinner from Sunday Feb 21st. There were over 160 attendees including vendors, employees, and board members.
- Committee members are reaching out to community partners to see how ONF can engage.
- April 26th 9-10am Trail Cleanup

Policy Committee

- Policy Committee met and discussed two topics including board stipend and the suggestion of a finance committee.
- The policy committee is exploring the possibility of creating a finance committee.

Discussions

Board Compensation Study Presentation

- Josh shared a recent survey and study of various co-ops and board compensation. In the food co-op world, boards should consider board compensation and determine criteria as such.
- There are many factors and questions to consider to determine appropriate board compensation.

Policies for review/discussion:

- D5- Board Monitoring (reviewed in advance)

Upcoming meeting dates:

- March 25th, 2025- February Monthly Meeting

Meeting adjourned at: 8:40 p.m.

Member Comments:

2025 Ozark Natural Foods Operational Plan

Ten Initiatives to Drive Top-Line Sales, Gross Margin, and Reduce Expense

1. Culture	
Details: <ul style="list-style-type: none"> • Monthly All Hands Staff Meetings • Training and Development • Culture Club 	Timeline & Progress: <ul style="list-style-type: none"> • Learning League – in progress • The How-to-do Crew – in progress • Motivation Station – in progress
2. Lower Cost of Goods for Store	
Details: <ul style="list-style-type: none"> • Grocer Supply term agreement • AWG contract negotiations • New Floral Vendors • Sales to Purchase tool 	Timeline & Progress: <ul style="list-style-type: none"> • All details in progress
3. Produce, Floral Department Reset	
Details: <ul style="list-style-type: none"> • Minimum a theme a month 	Timeline & Progress: <ul style="list-style-type: none"> • Monthly
4. Deli, Kitchen Department Reset	
Details: <ul style="list-style-type: none"> • Menu pre-planned 	Timeline & Progress: <ul style="list-style-type: none"> • Weekly
5. Meat, Seafood Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment 	Timeline & Progress: <ul style="list-style-type: none"> • End of May 2025 – reset
6. Wellness Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment 	Timeline & Progress: <ul style="list-style-type: none"> • End of May 2025
7. Center Store Reset	

Details: <ul style="list-style-type: none"> Adding new product assortment 	Timeline & Progress: <ul style="list-style-type: none"> TBD
8. Customer Service	
Details: <ul style="list-style-type: none"> Vibe increases energy in the store 	Timeline & Progress: <ul style="list-style-type: none"> 2025 staff survey concluded – March 17, 2025
9. Marketing and Advertising	
Details: <ul style="list-style-type: none"> 72-hour sale 2025 Marketing Plan Produce weekend flash sales Wellness, bulk foods, & taproom specials for members only Drive eco-system of local suppliers 	Timeline & Progress: <ul style="list-style-type: none"> All part of our Go-to Strategy
10. IT	
Details: <ul style="list-style-type: none"> Assess, audit existing IT systems 	Timeline <ul style="list-style-type: none"> New weekly sales, labor and double stack comps report Upgrade from SAGE to QuickBooks Online (QBO) and upgrading chart of accounts, bill pay options

**Ozark Natural Foods
Board Meeting Minutes
March 2025 Meeting
Tuesday March 25th, 2025
6:30 p.m.**

Board Members Present: Randy Wilburn, Danielle Hoffman,
Megan Knutson, Nick Carson, Cannon McNair
Jacob Sheatsley, Joshua Youngblood

Board Members Absent: Denny Warren, Kim Bryden

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

Consent Agenda:

- **Motion** to approve February Board Meeting Minutes was **made, seconded, and carried unanimously.**

Floor Reports

7Hills Homeless Shelter:

- Kristina Andazola presented on behalf of 7Hills Homeless Shelter.
- Kristina highlighted opportunities for organizations to partnership with 7Hills to help tackle homelessness in Fayetteville.
- 7Hills Homeless Shelter offers a variety of programs including day programs, overnight shelter, job placement opportunities, job readiness programs, food service programs, social workers on staff to offer support, and other opportunities to strengthen each client's ability to be successful.

Board Education: Labor Scheduling

- Alicia Powell presented on Labor Scheduling and the method used to determine payroll percent and sales per labor hour.
- Operations help with scheduling and labor planning, determines how many staff needed based off projected sales and balances labor by department with the goal SPLH projection.
- 2024/2025 highlights include double stacked comps for February 49.66% and moved payroll percentage down by 8.3%.
- Retail strategy includes driving sales through team motivation, offering exciting promotions, and increased productivity.

President's Report:

- Randy reported over the past month he has been meeting with NCG and the board to identify areas of improvement. One area highlighted was the financial department functions within the co-op.
- The board determined that bringing the financials back in-house and the co-op hiring a finance manager will help support the GM.

GM Report & Monitoring Report

- Dennis presented the GM Monthly Dashboard for February 2025 with KPIs including sales, comp sales, net income, cash on hand, and other relevant markers.

Perpetuation Committee

- The Perpetuation Committee met and discussed the recruitment of new board members (accepting packets now until May 9th) and asked the board to help recruit candidates using their individual networks.
- The committee is planning an event to help with board recruitment and brainstormed other ideas beyond social media to help gain attention.
- Sept 14th will be the date of the 2025 Annual Member Meeting.

Outreach Committee

- Randy reported on behalf of Denny for the Outreach Committee. Saturday April 26th will be the next trail cleanup from 9 am-10:30 am.
- Please consider anyone you would like to invite to present at an upcoming board meeting for potential community partners.

Policy Committee

- Policy Committee met and discussed the idea of additional committees or revisiting current committees, including the idea for a financial committee.
- Discussed what a 'bylaw amendment' entails including timeline requirements.
- Josh shared language for a proposed bylaw amendment regarding board compensation. The board will review with legal and consultant prior to bringing to the board for a vote.

Discussions

Board Retreat Agenda Review

- Randy shared the agenda for the upcoming Board Retreat.

Policies for review/discussion:

- D14- Board Benefits

Upcoming meeting dates:

- April 22nd, 2025- April Monthly Meeting

Meeting adjourned at: 8:40 p.m.

Executive Session to discuss rental space

Member Comments: No owner comments

2025 Ozark Natural Foods Operational Plan
Ten Initiatives to Drive Top-Line Sales, Gross Margin, and Reduce Expense

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Details: <ul style="list-style-type: none"> Vibe increases energy in the store 	Timeline & Progress: <ul style="list-style-type: none"> 2025 staff survey concluded – May BOD mtg will be communicating the results
9. Marketing and Advertising	
Details: <ul style="list-style-type: none"> 72-hour sale 2025 Marketing Plan Produce weekend flash sales Wellness, bulk foods, & taproom specials for members only Drive eco-system of local suppliers 	Timeline & Progress: <ul style="list-style-type: none"> All part of our Go-to Strategy
10. IT/Finance	

Details: <ul style="list-style-type: none"> Updating product hierarchy and common chart of accounts 	Timeline <ul style="list-style-type: none"> New weekly sales, labor and double stack comps report Upgrade from SAGE to QuickBooks Online (QBO) and upgrading chart of accounts, bill pay options
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Ozark Natural Foods
Board Meeting Minutes
April 2025 Meeting
Tuesday April 22nd, 2025
6:30 p.m.

Board Members Present: Randy Wilburn, Danielle Hoffman, Denny Warren
Megan Knutson, Nick Carson, Cannon McNair
Jacob Sheatsley, Joshua Youngblood, Kim Bryden

Board Members Absent:

Staff Members Present : Dennis Hanley, Lisa Canote

Consent Agenda:

- Motion** to approve March Board Meeting Minutes was **made, seconded, and carried unanimously.**

Floor Reports

Magdalene Serenity House:

- Takama Statton-Brooks and Joy Morris presented on behalf of Magdalene Serenity House.
- Takama and Joy highlighted the services offered by Magdalene Serenity House and how they assist and support women transitioning from prison. Women can stay up to two years in this transitional housing program, with support additional support available beyond that time.

Full Circle Pantry

- Delaney Farris-Dyer and her team presented on behalf of the Jan B Gearhart Full Circle Food Pantry.
- Full Circle Food Pantry supports students, staff, and employees on the UA campus in a variety of ways including food lockers, in person pick-ups, mini pantries, hygiene products, cooking classes, and a garden
- Razorback Food Recovery (RFR) has partnered with Ozark Natural Foods and has recovered 2,166 pounds since the beginning of the partnership. Full Circle Food Pantry receives two days of the ONF donations from RFR.
- Full Circle Food Pantry and ONF will explore other ways to partner.

President's Report:

- Randy reported that over the past month he met with Nick, Denny(?), Joshua and Casey to review all documentation the state of Arkansas has on file for the co-op. Casey and the team also reviewed legal documents, hierarchy and compliance. Also discussed onboarding for new board members and assessing board's skills gap.

GM Report & Monitoring Report

- Dennis presented the GM Monthly Dashboard for March 2025 with KPIs including sales, comp sales, net income, cash on hand, and other relevant markers.

Floor Reports

GM Dashboard- B3 Financial Condition

- Dennis reported on B3 Financial Condition as part of the GM Monthly Dashboard.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B3 Financial Condition as presented by Dennis was **made, seconded and carried unanimously**.

Banking: Sweep Account Authorization

- Joshua moved that the Board of Directors of Ozark Natural Foods authorize the Board President, and if needed, the Board Treasurer, to sign all necessary documents to establish and manage Intrafi Cash Service account(s) at one or more financial institutions. These accounts will be used to transfer the Co-op's money market funds and to enable the sweeping of funds across a network of participating banks to ensure full FDIC insurance coverage on deposits exceeding \$250,000
- The motion was **made, seconded and carried unanimously**.

Perpetuation Committee

- The Perpetuation Committee met to review potential candidates and brainstorm recruitment ideas.
- The committee hosted a happy hour last month that was well received.
- Applications due May 9th
- Also met to discuss the Annual Members Meeting which will take place in September.

Outreach Committee

- Trail Cleanup is scheduled for Saturday April 26th.
- The committee is brainstorming ideas for other outreach opportunities including Apple Seeds and Beaver Watershed Alliance

Policy Committee

- Policy Committee submitted the bylaw draft with Casey, waiting on feedback.

Discussions

Board Retreat Agenda Review

- Randy shared the agenda for the upcoming Board Retreat.

Policies for review/discussion:

- D12- Board Job Descriptions

Upcoming meeting dates:

- May 27th, 2025- May Monthly Meeting

Meeting adjourned at: 8:40 p.m.

Member Comments: No owner comments

2025 Ozark Natural Foods Operational Plan
Ten Initiatives to Drive Top-Line Sales, Gross Margin, and Reduce Expense

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10. IT/Finance	
Details: <ul style="list-style-type: none"> Updating product hierarchy and common chart of accounts SMS, Quick Books On-Line and financial reports 	Timeline <ul style="list-style-type: none"> New weekly sales, labor and double stack comps report Upgrade from SAGE to QuickBooks Online (QBO) and then move to bill.com

**Ozark Natural Foods
Board Meeting Minutes
May 2025 Meeting
Tuesday May 27th, 2025
6:30 p.m.**

Board Members Present: Randy Wilburn, Danielle Hoffman, Denny Warren
Megan Knutson, Nick Carson, Cannon McNair
Joshua Youngblood, Kim Bryden (zoom)

Board Members Absent: Jacob Sheatsley

Staff Members Present : Dennis Hanley (zoom)

Consent Agenda:

- **Motion** to approve April Board Meeting Minutes was **made, seconded, and carried unanimously with 8 ayes.**

Floor Reports

Second Helping NWA

- Nate Walls, owner of Second Hand Smoke and Executive Director of Second Helping NWA presented on his nonprofit. Second Helping began helping during the pandemic by going door-to-door serving food and checking on people in low-income neighborhoods.
- Second Helping continues to address food insecurity in NWA, as well as other projects like feminine product drives, coat drives, and holiday toy drives.

Canopy NWA:

- Khalid Ahmadzai and Bethany Carter presented on behalf of Canopy NWA. Canopy NWA is a nonprofit that helps settle refugees resettling in NWA.
- Canopy's mission is to create a community where refugees are welcomed and equipped with all they need to build new lives.
- Canopy has helped settle over 950 refugees in NWA. Services include housing support, youth services, cultural orientation, career pathways, immigration legal services, and other support services.
- Canopy NWA launched an Entrepreneurship Program in 2020, helping immigrants start and grow their own businesses. In 2023 the program expanded to address barriers preventing women from working (childcare, etc.) Inspired Hands focuses on empowering refugee women by fostering economic independence, fostering social connections, and generate income for their families.

President's Report:

- Randy reported on the recent Board Retreat. One important discussion during the retreat included moving to a more formalized GM Reporting schedule now that GM has been hired.

GM Report & Monitoring Report

- Dennis presented the GM Monthly Dashboard for April 2025 with KPIs including sales, comp sales, net income, cash on hand, and other relevant markers.

Floor Reports

GM Dashboard- B3 Financial Condition and B5 Communication and Council to the Board

- Dennis reported on B3 Financial Condition and B5 Communication and Council to the Board as part of the GM Monthly Dashboard.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B3 Financial Condition and B5 Communication and Council to the Board as presented by Dennis was **made, seconded and carried with 7 ayes and 1 abstained.**

Perpetuation Committee

- Cannon reported that the Perpetuation Committee currently has 6 applicants and has interviewed five. The sixth applicant is an incumbent and is not required to be interviewed.
- The Perpetuation Committee is recommending all six applicants to be considered for the Board of Directors.
- **Motion** to accept the six recommended candidates as presented by the Perpetuation Committee was **made, seconded and carried unanimously with 8 ayes.**

Outreach Committee

- Denny reported on behalf of the Outreach committee the results of the trail cleanup which included 17 participants.
- There will be another volunteer opportunity in June (either 21st or 28th) at Appleseed's.
- Future ideas include partnering with Beaver Watershed Alliance.

Policy Committee

- Joshua reported that the committee met May 14th and discussed several topics including the Legal Documents Project (bylaws, dates, etc.).
- The board needs to vote on the Bylaw amendment language next month; it's currently under legal review.
- The committee reviewed policies B3, B5 and C1 to determine if language needs to be changed to be less negative.

Discussions

Policies for review/discussion:

- C1- Unity of Control

Upcoming meeting dates:

- June 24th, 2025- June Monthly Meeting

Meeting adjourned at: 8:43 p.m.

Member Comments:

Pat Shram- Consistently proud walking into the store, particularly how staff responses to customer needs, store cleanliness and the shelves fully stocked.

Executive Session: During the session, we decided to push the topics Dennis had to the next meeting in June.

