

**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. **Need version**

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

Closed Session: TOPIC(?)

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

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

**Ozark Natural Foods
Board Meeting Minutes
April Meeting**

Tuesday April 27th, 2021
6:30 p.m.

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: Motion was made to approve consent agenda which included the February and March minutes **was made, seconded and carried unanimously.**

Discussion

Policy Consultation

- Ann Shelly from Ideals Institute, University of Arkansas presented to the Board next steps/opportunity's on Diversity & Inclusion work including policy work/policy audit.
- The Ideals Institute works to make transformational changes, analyze processes, and engage leadership to help the organizations become antiracist.

Floor Reports

President's Report:

- Ben met with Thane this month, Randy also joined. Randy and Ben also met Mike for lunch today. Both meetings went well, looking forward to board growth and doing business as a board while growing, changing and adapting.

GM Report:

- Mike reported that Randy, Ben, Quinn and Carly will attend CCMA virtually in June.
- Re-signed with Blue Cross Blue Shield for health insurance. Fees did not go up. Currently have 57 staff on health insurance plan.
- Resumed normal staff policy/procedures to help deal with amount of waste Covid created.
- Masks will still be required as long as the city mask mandate is in place.
- May 17th the audit will start with CPAs.
- Mike proposes using 'Convene' or some other alternative instead of Zoom for annual member meeting. Staff is going to research and present a proposal.
- Food Loops continues to be a success, 10.5 tons of food waste diverted since January.
- Lisa Garrett is doing well on maternity and will return in late May.
- Team is working towards all electronic inventory. This is helping with inventory control as well as having usable data.
- Turnover has been an issue which costs the co-op money (training, additional labor, etc.) Numbers have improved over the past few months.

Reporting & Board Decisions

B3 Financial Condition

- 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 Condition was **made, seconded and carried unanimously.**

Perpetuation Committee

- Perpetuation Committee had a Zoom call on the 15th with members interested in running for the Board. Total was 6 attendees and Danielle has received 2 applications.
- April 30th is the deadline to receive applications.
- James Selvey is not running for re-election so there will be two open positions.
- Follow up call scheduled for May 11th.

Member Engagement Committee

- Member Engagement Committee will have two 'super member' events which will include inviting 25 members to either a June 10th or Sept 16th event on the patio.

Policy Committee

- Two bylaw changes being discusses are 1.) Language to change headcount requirements for Annual Meeting quorum and 2.) Expand board to 9 member board (versus 7 member board).
- Language for both proposed bylaw changes will be submitted for next Board meeting.

Discussions

Board Retreat Date

- Ben proposed either 23rd or 30th for October for Board Retreat date. Thane will confirm the date.

Policies for review/discussion:

- D2-Board Job Description

Upcoming meeting dates:

- May 25th, 2021

Meeting adjourned at 8:15 pm

Closed Session: GM/Board Communication

Owner Comments:

Kary Collier, Bentonville resident asked if the co-op has any plans to open a store further north (Bentonville/Rogers area)?

**Ozark Natural Foods
Board Meeting Minutes
May Meeting
Tuesday May 25th, 2021
6:40 p.m.**

Board Members Present: Randy Wilburn, Danielle Dotson, Elizabeth Quinn, Carly Reaves

Board Members Absent: James Selvey, Josh Youngblood, Ben Ozanne

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:

- Reporting for Ben, Vice President Randy reported that things are moving along and the Co-Op is about to celebrate one year in the new building.

GM Report:

- Mike shared findings of NCG livable wage calculator (taking into account benefits and discounts) \$11.58/hr, MIT living wage calculator is \$13.94/hr. The store currently has 92 employees, 8 of which are part time.
- Payment system is moving to ACH to send payments versus handwriting checks.
- Mike is considering a shopping loan due to extremely low interest rates. Currently it is 4.35%.
- NCG processed three retained patronage returns totaling \$13,861.
- Last Year vs This Year- when the store opened last June it was averaging about \$200,000/week with single digit sales growth, then grew 20s, 30s now in the 40% sales growth (even high 40s). Two weeks ago sales growth hit 52.5% and last week had \$272,900 in sales. If sales continue the store is projected to net 13 million in 2021.
- Fayetteville's mask mandate will end on May 30th.

Reporting & Board Decisions

B5 Communication & Counsel to the Board

- Mike presented B5 Communication and Counsel to the Board and submitted compliance.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B5 Communication and Counsel was **made, seconded and carried unanimously.**

Perpetuation Committee

- The Perpetuation Committee has nine candidates for the election this year. Joshua Youngblood is running for re-election and the other candidates are Nena Evans, Denny Warren, Cody Dobbs, Leanne Baribeau, Leah Gayowski, Shawn Morris, Brad Cook, Morgan Gray.

- The committee is recommending the slate of candidates for board candidacy.
- Quinn moved to accept the Perpetuation Committee's recommendation to endorse a full slate of candidates.

Member Engagement Committee

- The Member Engagement Committee is planning two 'super member' events which will include inviting 25 members to either a June 10th or Sept 16th event on the patio.
- The Member Engagement Committee is planning to 'adopt a trail' for clean ups on behalf of the Co-Op. The committee is also exploring potentially putting a food pantry on the Arsaga's property near the trail.

Policy Committee

- Committee is still reviewing potential revisions to policies.

Discussions

Board Education

- The Board discussed potential board education ideas (podcasts, books, department overviews, history of co-ops, cooperative business model).

Chrome Books

- Ben suggested the Board be issued Chrome books to assist with board work. Since the Board uses Google Docs and G-Suite it would allow for full access to documents, changing accounts (home accounts/work accounts, etc).
- These computers could be purchased with the board budget and the Co-Op IT support can set them up.
- Ryan (IT) will further explore and create some suggested policies to bring back to the board.

Policies for review/discussion:

- B6-Management Continuity
- C2- Accountability to the GM
- C3- Delegation to the GM

Upcoming meeting dates:

- June 22nd, 2021

Meeting adjourned at 7:45pm

Owner Comments:

**Ozark Natural Foods
Board Meeting Minutes
June Meeting
Tuesday June 22nd, 2021
6:30 p.m.**

Board Members Present: Randy Wilburn, Danielle Dotson, Elizabeth Quinn,
Josh Youngblood, Ben Ozanne

Board Members Absent: James Selvey, Carly Reaves

Staff Members Present: Mike Anzalone, Heather Artripe, Lisa Garrett

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

Floor Reports

President's Report:

- Productive meeting with CDS Consultant, Thane Joyal. Thane and Ben are developing the agenda for the upcoming board retreat and D&I.
- Met with GM, Mike, a few times throughout the month as well.

GM Report:

- Mike shared that the B6 report will be reported on by Marketing Director, Lisa Garrett, as she is back up and interim manager.
- Current finance manager has had to take medical leave. Mike is currently acting as finance manager until someone else can step in. Mike is considering partnering with another co-op to share an employee to help with reporting.
- 2020 taxes are in process and Mike is working with accountants to ensure information is received.
- Sales growth 23% over last year at this time.
- ONF will participate in the PRIDE parade this year with 15 associates marking and carrying ONF banner.

Reporting & Board Decisions

Perpetuation Committee

- Lisa Garrett presented ideas for a better user experience for the next Annual Owners Meeting. One suggestion is to set up as a meeting instead of a webinar, and enable people to join into the virtual waiting room. Members won't be admitted into the meeting until their member number is verified.
- \$50 gift cards for the first 80 people to join and also hold a proxy. Members will also have to register before 9:00am the day of and would be asked to join at 12:30 for a 1:00pm meeting to start.
- Lisa suggested a board member (Danielle) to host to allow Lisa to support Heather with the check in process. Elizabeth Quinn will read the minutes.
- A raffle will also be part of the event to incentivize people to stay for the duration of the meeting. Fourteen gift cards in the amount of \$50 dollars will be raffled at the end.

Member Engagement Committee

- The Member Engagement Committee had an event on the patio. Positive feedback from members was received.
- Randy would like another in September.
- Randy is meeting with Carrie Arsaga to talk about installation of a food pantry on the bike trail near Arsaga's at the Depot.

Policy Committee

- Committee is considering a bylaw change to go from seven board members to nine. The committee is also considering revising quorum guidelines.
- Policy committee also brainstormed ideas for diversity and inclusion. One idea is an educational calendar including readings on diversity and inclusion. D&I can also be included or tied back to the ENDS statement.
- Board and staff can alternate months on presenting board education including D&I to the board.

Discussions

Board Education

- Joshua presented Soul Fire Farm workshop take-aways. Soul Fire Farm is African American and POC owned nonprofit farm in upstate New York.

Chrome Books

- Chromebooks will cost approximately \$300 per board member and will be optional to board members.

Board Retreat Location

- Thane and Ben have been brainstorming ideas for the upcoming board retreat. One idea is to do more of a team building retreat versus doing strategic work during retreat.
- The board will revisit once the budget is confirmed. Board members will bring ideas to the next meeting.

Policies for review/discussion:

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

Upcoming meeting dates:

- August 3, 2021

Meeting adjourned at 8:10 pm

Executive Session: Personnel Matter

Owner Comments: No owner comments

**Ozark Natural Foods
Board Meeting Minutes
July Meeting**

Tuesday Aug 3, 2021
6:40 p.m.

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

Board Members Absent: Randy Wilburn

Staff Members Present: Mike Anzalone

Owner Comment: Brad Cook- curious about ransomware attack, insurance, etc.

Also, post Ends on website?

Consent Agenda: Motion was made to approve consent agenda **was made, seconded and carried unanimously. 5-0**

Floor Reports

President's Report:

- Met with Lisa while Mike was on vacation. Has met with Mike for monthly meeting too. No call with Thane, but will be having that August 4 to discuss Board Retreat on October 23.

GM Report:

Has returned from two week vacation. Unplugged and rejuvenated.

Finance Manager Daniel is back to work from medical leave. Working on a part time basis. Will continue to retain RFS during this transitional time. Likely during audit and tax season.

- Losses to report with Finance Manager on medical leave.
 - ABC license has been renewed.
 - SNAP benefits are reinstated.

Sales are beating estimates. Personnel costs are below estimate. EBIDAP is 9.6%. Cash flow is strong. Net income for May operations \$86,996, is April \$75279.

Finance Manager is working on June inventory, quarterly numbers are pending.

Loss and Claim

- In July, part in our compressor unit failed. Entire refrigeration system failed. Manufacturer defect. \$40k loss. Back stock was not affected.

Labor

Fair amount of turnover. Losing workers to higher wages at other establishments. To counteract

that, GM, Store Manager and HR Manager will work to improve benefits to keep us competitive. Has completed coaching with Art Sherwood. Very useful mentorship. Has helped gained a new perspective.

ENDS- Reflection- needs clearer definition- should he interpret as is, or base on a former interpretation?

Reporting & Board Decisions

B6: Tabled to next meeting.

Perpetuation Committee

Nothing to report.

Member Engagement Committee

Nothing to report

Policy Committee

- Met to draft language for bylaw change to be presented at the Annual Member Meeting.
 - Approved via email with the rest of the board. Bylaw changes are on the 2021 ballot.

Discussions

Board Retreat

- Team building as opposed to former format
- Add discussion to pop up meeting.

Board Policies

D4- Board Meetings

Upcoming meeting dates:

- August 24, 2021

Meeting adjourned at 7:45pm

Owner Comments:

**Ozark Natural Foods
Board Meeting Minutes
August Meeting**
Tuesday August 24th, 2021
6:30 p.m.

Board Members Present: Randy Wilburn, Danielle Dotson, Carly Reaves,
Josh Youngblood, Ben Ozanne

Board Members Absent: Elizabeth Quinn

Staff Members Present: Mike Anzalone, Heather Artripe, Lisa Garrett

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

Floor Reports

President's Report:

- Ben reported that he has been working with Thane to brainstorm some ideas for the upcoming board retreat.
- Ben is working on securing a guest for the September board meeting.

GM Report:

- Mike enjoys the 'pop up' meetings when the Board gets together without an agenda and brainstorms ideas.
- Upcoming projects include bike pavilion and purchasing a domain for the backup appliance.
- Update on Finance Manager Danie- he is coming back to part time status while working towards full time status. Mike will keep on the accountant that was hired in Daniel's absence to help with responsibilities until after the audit takes place.
- Mike updated the Board with HR turnover numbers for the year. Emily, Tanja and Mike are meeting once a week to discuss how to manage employee retention.
- Co-op is following the city mask mandate as required, masking is required for staff as well. There are some staff members that have tested positive for Covid, and anxiety is high for both shoppers and staff.

Reporting & Board Decisions

B6 Management Continuity

- Lisa Garrett presented B6 Management Continuity to the Board 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.**

B3 Financial Conditions

- Mike presented B3 Financial Conditions to the Board 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 Minutes

- Annual Meeting Member Minutes was sent via email for Board review and approval.
- **Motion** to accept Annual Meeting Member Minutes was **made, seconded and carried unanimously via email**.

Member Engagement Committee

- Randy met with Cary Arsaga about collaborating on certain community projects including trail clean up near the old train depot.
- Owners from recent VIP event have given great feedback on the event
- Sept 16th the Co-op will host another VIP event
- Co-Op hosted the cast and crew from Matilda / Theater Squared after party on the patio and the Co-op also donated snacks.

Policy Committee

- Committee is reviewing ENDS to determine if the Board is still feeling comfortable with them or if they need to be reviewed at the Board Retreat.
- Reviewed B1 discussion regarding personal and turnover. The Board would like to ensure they are aligned with GM to make sure everyone is on the same page.

Discussions

AMM Script Review

- Ben, Danielle, and Randy will all have parts in the script. Danielle will be emcee for the event.
- Lisa explained the process to be able to open the floor for nominations.
- Board candidate statements are due by Aug 31st and the President and Vice President can pre-record their videos if preferred.

Board Retreat Planning

- Ben is collecting 'team building' ideas for upcoming board retreat including Top Golf and Blake Street.
- Agenda will include regular business as well as lunch and a team building opportunity.

Policies for review/discussion:

- C4-Monitoring GM Performance

Upcoming meeting dates:

- September 28th, 2021

Meeting adjourned at 8:00pm

Owner Comments:

**Ozark Natural Foods
Annual Owners Meeting
September 12th, 2021**

The current Board Members were introduced: Elizabeth Quinn, Danielle Dodson, Randy Wilburn, Carly Reaves, Ben Ozanne and Joshua Youngblood.

Members logged in and 95 verified owners and 65 proxies.

Danielle Dodson welcomed the owners and called the meeting to order at 1:09 p.m. Danielle introduced current board members and explained the process for opening the floor to nominate candidate(s) from the floor.

Minutes: Elizabeth Quinn read the Minutes from the 2020 A.O.M. Motion to approve minutes made by Nena Evan and seconded by Mehak Gupta. Minutes were approved by vote.

Business Portion of the Meeting

President's Report: Ben thanked Mike and team for all the hard work that has been done to the new space over the last year. Ben thanked the Board members for their work over the last year with all the work that has been accomplished. Danielle has done a fantastic job filling the role of secretary and treasurer after James Selvey stepped down. Ben thanked the staff for overcoming some of the challenges of Covid. The store has experienced great growth and the board will be focusing on community involvement and engagement. Ben thanked the owners for allowing him to serve as President and thanked everyone for their support.

General Manager's Report: Mike Anzalone recounted that he has been with the co-op almost 5 years as GM, 16 years total with the co-op, and it's been incredible to watch the growth of the co-op during this time. Mike thanked the team for getting the AOM meeting set up to be virtual and thanked the board candidates who stepped forward to offer their time. The move to the new store has helped prompt new ideas and help shape what the co-op will be to the community in the future. The store continues to see growth quarter over quarter and is on a good path for the future. The board's leadership has helped shape the co-op for a healthy future and strategically planning the next big thing. Mike is looking forward to the year to come!

Financial Report: Daniel Miller presented 2020 financial numbers and activities including the relocation from Evelyn Hills to North College. With the move and Covid came challenges. The co-op ended the year with 11.6 million in total assets, including 1.1 million in cash and a newly converted 8 million-dollar building. The co-op had \$10.8 million in gross sales, a 30% increase over LY. The co-op reported a net loss of \$87k however that can be expected with such a large endeavor and members can expect to see profitability within two years' time. This loss did not impact financial obligations or charitable giving. In 2020 the co-op gave \$22,000 in donations and outreach projects and \$32,000 in community share projects and support to local farmers. The co-op also spent 3.7 million locally. With all the challenges of 2020, the co-op has maintained its financial strength and with your continued support, profitability is imperative for the community and the region.

Nominations from the Floor: N/A

Voting Procedure: Randy Wilburn explained procedures for voting including online or at the store via computer or ballot box.

Board Candidate Introductions & Candidate Q&A: The board candidates were introduced, and recorded speeches were played. Candidates are Brad Cook, Cody Dobbs, Denny Warren, Josh Youngblood, Leah Gayowski, Leann Baribeau, Morgan McGown, Nena Evans, and Shawn Morris. Owners had the opportunity for Q&A after the recorded speeches.

The ONF business meeting was adjourned at 2:30pm

Ozark Natural Foods
Board Meeting Minutes
September Meeting
Tuesday September 28th, 2021
7:00 p.m.

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

Board Members Absent: Leann Baribeau

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:

- Randy presented the report as newly elected president. Randy met with Sterling to prep for the upcoming board retreat. Randy also met with Mike to further discuss future planning for the co-op.
- Randy reminded the board that Mike's contract will need to be renewed soon and board will need to review the past contract.

GM Report:

- Mike is concerned about the low level of participation with the membership in the recent Annual Owner Meeting. Mike has discussed with Lisa on how to address this issue in the marketing plan for 2022.
- Mike has been working with staff on Ends for Everyone to have the staff understand the Ends and how it relates to the co-op.
- Mike would like to include leadership to collaborate on the monthly board reports.
- The co-op accounts are moving from Bank of Fayetteville to Legacy Bank.
- 50th anniversary of the co-op is October 4th. Events planned include bike pavilion ribbon cutting, 'co-op commutes' program launch, free cake, raffle and gift card giveaways, and 5% discount on all purchases that day.

Reporting & Board Decisions

B7 Customer Service

- Mike presented B7 Customer Service to the Board and submitted compliance.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B7 Customer Service was **made, seconded and carried unanimously.**

B8 Membership

- Mike submitted B8 Membership to the Board too close to the meeting to be considered during the meeting.
- The Board will review report and vote via email within the week.

Discussions

Board Education: Opportunities

- Wes Craiglow Urban Land Institute joined the meeting to brainstorm ideas for the future of the co-op based on the future of Northwest Arkansas.

Board Retreat Agenda Review

- Thane presented the agenda for the upcoming board retreat.

Board Expansion:

- The board discussed whether to expand the board with one or two additional board members.
- **Ben moved** to appoint Nina Evans and Danny Warren for a one-year appointments for a one year cycle until next election and was seconded by Josh. **Motion carried with 5 ayes and 1 no.**

Policies for review/discussion:

- D10-Monitoring GM Performance
- D12-Board Perpetuation

Upcoming meeting dates:

- October 26th, 2021

Meeting adjourned at 8:52pm

Owner Comments:

**Ozark Natural Foods
Board Meeting Minutes
October Meeting**
Tuesday October 26th, 2021
6:30 p.m.

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

Board Members Absent: none

Staff Members Present: Mike Anzalone

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

Floor Reports

President's Report:

- Randy is excited about the progress made during Board Retreat and asks for patience as he gets acclimated to his new role.
- The Board is working on Mike's contract which is up for renewal and needs to be processed in a timely manner.
- Randy met with Mike twice this month with great conversations and Randy is getting up to speed as Board President. It's helpful to get an understanding of Mike's role and how many responsibilities he has.
- Had a great conversation with Tony Alongi with NCG and would like Tony to come and discuss visioning/future strategic planning.

GM Report:

- Mike attended NCG Fall Meeting virtually and learned about a 50% turnover rate for GM's last year. NCG felt like about 80% was stress from the pandemic. Food inflation is up about 15% right now, encouraged pricing procedures. This does seem to be a trend.
- NCG is presenting ideas for co-ops to continue to be successful including managing margins in order to be competitive.
- Core Sets system is being considered for prepared food which helps with purchasing, as well as recipe alliance for food costing. NCG is also looking at other problem/money saving techniques including food robotics and other innovative ideas.
- UNFI is making changes, implementing 'smoothing' by reviewing average orders and adjusting 'co-op deals' based on forecasting.
- Closed claim of \$40,000 due to loss of power. Mike suggested purchasing a backup generator as soon as finances allow.
- Accountants are working on taxes to be re-filed.
- Two new committees: governance committee to assist with the month reporting and sustainability committee. The sustainability committee is working on a new recycling program which is rolling out potentially by the new year.
- Mike asked the board if they would like to start meeting in the deli seating area for future meetings and the board agreed this was a good idea.

Reporting & Board Decisions

B3 Financial Conditions

- B3 Financial Conditions is pending due to a delay in accounting, which Mike feels should be completed this week.
- Mike will email B3 Financial Conditions Report once he receives the updated financial information and the Board will review it upon submission and determine if a vote can be made via email or if a meeting needs to be called.

Bank Signers

- First Security and Iberia with updated Officers' paperwork is pending for bank signers.

Board Budget

- Randy would like to review the board budget for 2022 and consider increasing.
- Mike encouraged an increase due to travel opening back up.

Code of Conduct

- Board members are required to review and sign the Code of Conduct. Randy distributed copies of the Code of Conduct for each board member to sign.

Discussions

Board Meeting Locations

- The Board will start meeting in the deli seating area going forward.

Board Calendar

- Randy would like the Board Calendar reviewed by the Secretary with appropriate dates for 2022.

Miscellaneous Board Expenses

- Randy would like clarity on understanding what qualifies as 'board' expenses (meals, etc.).
- Board discussed expenses that could fall under 'board budget' and concluded that funds can be used for 'linkage' events/networking such as coffee/lunch with others interested in the work of the co-op or other network-type meetings.
- **Ben moved** that the board puts in place a reporting system where any board member that has expenses for "linkage" events that are outside of the customary charges must be reported to the board either at a meeting or via email. **Motion** carried 6 ayes and no's. * Leanne and Quinn had to step out*

Board Retreat Recap

- Thane gave feedback regarding the recent board retreat. She feels the group is off to a great start working as a team and encourages everyone to keep the momentum going.
- Denny would like to bring in a guest speaker (Jeremy Pate) in the first quarter of 2022 to talk about strategic ideas regarding growth in NWA.
- Josh appreciated the depth of the presenters and Josh would like to see how the ideas will be integrated into board vision work.

Policies for review/discussion:

- D3 - Governance Cycle
- D11 - Board Calendar

Upcoming meeting dates:

- November 30th, 2021

Meeting adjourned at 8:28pm

Owner Comments: None

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

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

Board Members Absent:

Staff Members Present: Mike Anzalone, Lisa Garrett

Consent Agenda: Motion was made to approve consent agenda with change as suggested by Ben. **Motion was made, seconded and carried unanimously.**

Floor Reports

President's Report:

- Randy and Mike met and discussed strategic planning for the future of the co-op.
- Randy, Thane and Quinn had a great monthly call to discuss the GM monitoring process and how to ensure the GM eval takes place in a timely manner every year.
- Randy encouraged the board to sign up for classes available through Columinate.

GM Report:

- Mike will submit self-evaluation by the end of the week.
- Taxes have been submitted and will work strategically in the coming year with cash for the operations account.
- Wegner CPSs will be conducting the audit remotely and Mike is suggesting an audit for 2021 as well due to changes with the Financial Manager. Mike also suggested bumping up the deadline, so the audit doesn't happen so late in the year.
- Ben moved to request an audit for the 2021 Fiscal Year by Wegner CPAs. **Motion was made, seconded and carried unanimously.**
- Co-op commutes update - handed out sunglasses, tote bags, drinks and stickers. Due to cooler weather, this program will pause and will start back up in the spring.
- Mike would like to review the 2021 NCG Trends Report with the board at the next meeting.
- Co-op is still experiencing the high rate of turnover, likely the highest ever for the co-op. Mike feels this is aligned with other businesses across the state and country. Mike has started a staff incentive program- any worker can move to full time and if they hit additional goals will receive a gift card to the co-op.
- New ad campaign which includes 7 videos in the series focusing on a single farmer and their relationship with the co-op. Ads will run on Google and YouTube and has already had 20,000 impressions on Google ads.

Reporting & Board Decisions

B3 Financial Conditions

- Mike submitted B3 Financial Conditions prior to the meeting.
- 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.**

B9 Sustainability

- Lisa Garrett presented B9 Sustainability which was submitted to the board 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.**

Discussions

Guest Presenter

- Tony Alongi, the Co-op Resource Manager with NCG gave a presentation “What is NCG?”
- National Co-Op Grocers helps support co-ops across the country to build strong communities and leverage strengths.
- NCG has 150 co-ops in 39 states to help offer better value and competitive prices by optimizing operation and marketing resources including talent development.
- NCG provides a wide range of business services and development support to food co-ops.

Outreach Committee

- Carly reported that the committee discussed existing outreach ideas and brainstormed new ideas. Also reviewed the budget and charter.
- One idea is trail cleanup which requires three separate clean up events and then an “Adopt a Trail” by Ozark Natural Foods will be erected.
- Another idea was adjusting dinner with the board to be a raffle award for members instead of limiting it to the top spenders.
- Denny presented some additional ideas for the upcoming year.
- Carly will email the Outreach Committee Charter to the board.

Perpetuation Committee

- Ben reported that the Perpetuation Committee met and reviewed the Charter.
- Ben will email the Perpetuation Committee Charter out to the board.

Policy Committee

- Josh reported that the Policy Committee met and reviewed their Charter.
- Identified one policy that needs further scrutiny.
- Josh will email the Policy Committee Charter out to the board.

Policies for review/discussion:

- D6-Board President Role
- D13-Records Policy

Upcoming meeting dates:

- January 25th, 2021

Meeting adjourned at 8:48pm

Owner Comments: None