

**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 31st 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 18th 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 10th applications will be due.

Policy Committee

- Joshua reported the committee met Jan 3rd 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 1st 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 27th, 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.

**Ozark Natural Foods
Board Meeting Minutes
February 2024 Meeting
Tuesday February 27th, 2024
6:30 p.m.**

Board Members Present: Danielle Hoffman, Leanne Baribeau
Denny Warren, Cannon McNair,
Nick Carson, Toni Fairman,
Josh Youngblood

Board Members Absent: Randy Wilburn, Jacob Sheatsley

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

Consent Agenda:

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

Floor Reports

President's Report:

- Danielle presented Randy's President's Report as he was out on a personal matter.
- Randy has been meeting regularly with Dennis and ensured Dennis is addressing member concerns of alleged non-conventional produce. *All produce at ONF meets the organic and/or certified natural grown.*
- Randy is working with Columinate and the GM Search Committee to hire a permanent GM.
- The co-op has hired back 14 former staff members. With the addition of 14 re-hired staff members, the co-op currently employs 85 people.

GM Report:

- Dennis and staff will be on Good Morning KNWA about 'shop local' tomorrow (Wednesday) and Thursday on KUAF Radio show.
- The co-op has been celebrating Black History Month all month long.

- Dennis expressed that he really appreciates the opportunity to be involved with this co-op and as long as his career has been, ONF has been one of the greatest comebacks he has ever been a part of. He attributes part of this success to the support of the board.
- Dennis encouraged members to work *with* the board as a partnership for continuous improvement of the co-op and avoid creating conflict by spreading misinformation, misrepresenting what was said in board meetings, or otherwise compromising the co-op.

Reporting & Board Decisions-

GM Dashboard and Monitoring Report

- Dennis presented the GM Monthly Dashboard & Monitoring Report for January 2024 including sales, comp sales, net income, cash on hand, A/P, labor as a % of sales, employee turnover, community engagement, and strategy including company culture, lowering the cost of goods, resetting the various merchandise sections and expanding assortment, customer service, marketing and advertising. Dennis expanded on various topics including communication to the board, staff treatment, retention, and compensation, and Board logistical support.

Perpetuation Committee

- Cannon reported that the committee met and reviewed the election timeline, candidate packet, and Annual Owner Meeting details.

Policy Committee

- Joshua reported the committee met and discussed two issues which need to be addressed in Secretary Role and Vice Presidents Role policies. Josh submitted revisions to the policies via email. Also recommended changing the language of Executive Session minutes.
- Will make change recommendations to be voted on prior to next Board meeting.

Outreach Committee

- Denny reported that the committee discussed the previous Breakfast with the Board, including COES.
- March 7th Breakfast with Co-op Leadership 9am-10am
- March 9th is the next trail cleanup. The booth will be set up on the trail by Wilson Park/railroad tracks and anticipating approximately 30 volunteers.

Discussions

Board Retreat Agenda Review

- Danielle reviewed the agenda topics for the upcoming Board Retreat taking place Saturday March 2nd.

GM Search Update

- Melanie with Columinate has been engaged to help with the GM search. Melanie specializes in co-ops finding and hiring GMs. The Board has a search committee and has begun the work with Melanie to strategize the groundwork for GM search. • Committee will meet next week to continue progress on search.

Policies for review/discussion:

- D5- Board Monitoring

Upcoming meeting dates:

Ozark Natural Foods
Board Meeting Minutes
March 2024 Meeting
Tuesday March 26th, 2024
6:30 p.m.

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

Board Members Absent:

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

Consent Agenda:

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

Floor Reports

President's Report:

- Randy is continually impressed by Dennis and the changes being made within the co-op.

GM Report:

- Dennis appreciated the Board and thanked them for their support during this transition.
- The co-op has been celebrating Women's History Month all month long and Dennis also recognized Alicia Powell and Anne-Marie Holimon on their recent promotions.
- Dennis has received excellent feedback from members, particularly after his recent radio interview.

Marketing Update:

- Lisa presented a Marketing Update- Target shoppers include Gen X 40-59, Gen Y 26-40 and Gen Z 18-25, and target area is primarily Fayetteville and secondarily Northwest Arkansas. The marketing team is planning promos around print media, digital promotions, and marketing campaigns. The co-op is also working to address food insecurity in Northwest Arkansas. Other ideas for promos include 'staff favorites and announcements', 'local farmers', as well as other ideas.
- Staff members in a non-supervisory role will sit on a committee to help drive ideas to help bring the co-op brand alive. Members could also be invited to give input on this committee.

Reporting & Board Decisions-

GM Dashboard and Monitoring Report-ENDS, B4-Asset Protection

- Dennis presented the GM Monthly Dashboard & Monitoring Report for February 2024 including high level financials of sales, comp sales (which as of YTD is in the top 10 of co-ops in the country), net income, cash, days cash on hand, A/P, labor as % of sales, employee turnover, and community engagement. Dennis feels confident that the co-op will be in really good shape within in the next 30-60 days.
- Lisa is working with the library to get books to give away to kids. There will be a space in the deli seating area for the book giveaway.

2024 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 	Time line & Progress: <ul style="list-style-type: none"> • September 18, 2023, began culture shift. • November 2023 change of organizational structure • Training and development programs coming - March 1, 2024/ customer service
2. Lower Cost of Goods for Store	
Details: <ul style="list-style-type: none"> • Grocer Supply term agreement • Liberty Fruit agreement 	Time line & Progress: <ul style="list-style-type: none"> • Delivered beginning week of January 21 • Deliveries began February 16
3. Produce, Floral Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment • Large equipment purchase to rebuild produce 	Time line & Progress: <ul style="list-style-type: none"> • End of April 2024
4. Deli, Kitchen Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment 	Time line & Progress: <ul style="list-style-type: none"> • End of April 2024
5. Meat, Seafood Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment 	Time line & Progress: <ul style="list-style-type: none"> • End of mid-April 2024
6. Wellness Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment 	Time line & Progress: <ul style="list-style-type: none"> • End of May 2024
7. Center Store Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment 	Time line & Progress: <ul style="list-style-type: none"> • TBD
8. Customer Service	
Details: <ul style="list-style-type: none"> • Vibe increases energy in the store 	Time line & Progress: <ul style="list-style-type: none"> • Current customer survey- Feb. 29, 2024 • Member/Owner survey - Feb. 29, 2024 • Training and action steps to improve customer experience starting March 2024
9. Marketing and Advertising	
Details: <ul style="list-style-type: none"> • New program: 72-hour sale • 2024 Marketing Plan 	Time line & Progress: <ul style="list-style-type: none"> • Began December 29, 2023 • Presenting at March BOD mtg.
10. IT	
Details: <ul style="list-style-type: none"> • Assess, audit existing IT systems 	Timeline <ul style="list-style-type: none"> • Beginning implementation - March 2024

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

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

Board Members Absent: Josh Youngblood

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

Consent Agenda:

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

Floor Reports

President's Report:

- Randy updated the Board on the current GM search. Currently there are not a lot of options due to competition in the area. Other area grocery stores are offering higher starting salaries which has hampered the search.
- There has not been significant interest from other GMs in the co-op industry however the recruiter is searching for candidates that could step into the role as a promotion versus a current GM making a lateral move.
- There are currently 35% open GM positions with the 161 NCG food co-ops across the country.

GM Report:

- Dennis reported that things continue to go well with the store transformation.
- Dennis recognized two employees for their outstanding customer service.

Reporting & Board Decisions-

GM Dashboard and Monitoring Report-B3 Financial Conditions

- Dennis presented the GM Monthly Dashboard & Monitoring Report for March 2024.
- Balance Sheet and P&L have been current since December and any member owner can review these with Dennis.
- Sales goal was \$250k/week and March average weekly sales hit \$248K. The new goal is \$275,000. Sales have increased week over week consistently.
- Comp Sales YTD (thru 4/2) +7.4% compared to 09/2023 -8.69%, which is a significant turnaround.
- Net Income \$16,483 for the month and \$160,000 for three months.
- Cash on hand and accounts payables are strong.
- Labor as % to sales 16.8% which is the best the co-op has had. Currently 91 employees. ONF 2023 turnover 153%, coop benchmark 97%, ONF currently at 2.2%
- Community Engagement- upcoming events include Trivia Nights, Roller Derby and other activities.
- Sales Year Over Year continues to grow over the last 3 months. 13th in the country in Comp Sales. #1 priority is organic produce.

- Dennis is creating an Advisory Board to the GM to include staff and member owners. Anne-Marie is creating training including personal development.
- Feedback from recent surveys showed that customers felt that employees weren't talking to customers, customers trust the quality, customers want education on bulk, the co-op needs to address price perception. Satisfaction has gone up 12% points from last survey.
- Breakfast with Leadership will take place May 9th and will give customers an opportunity to talk to management about co-op happenings and their needs.
- **Motion** to approve B3 Financial Conditions and the GM Dashboard was **made, seconded, and carried unanimously.**

New Signer on Bank Accounts

Motion to add Alicia Powell, Operations Manager, as an *authorized signer* to bank accounts for operating, payroll, and cash accounts **was made, seconded, and carried unanimously.**

Perpetuation Committee

- Cannon reported the committee is working on the fall Member Meeting and considering moving the meeting offsite. Other considerations include IT and AV needs. The committee is coordinating with Lisa on the details of the meeting.
- Parking is a large issue with having a meeting on location.
- May 10th is deadline for board candidates to apply. Currently there are no applications.

Policy Committee

- Danielle reported that the committee determined a breakout session is necessary to help craft the revised ENDS statement.

Outreach Committee

- Denny reported the recent 'happy hour' with the board went well.
- June 8th is the next date for Trail Cleanup from 9am-10am.

Discussions

Board Education- Food Insecurity in NWA- St. James Food Pantry

- Special guest Monique Jones presented on food insecurity in Northwest Arkansas and how St. James Food Pantry helps with this need.
- St. James has launched a 'food locker' to help meet the needs of hungry people in the area. This was a large undertaking including \$50,000 in equipment in addition to electric, concrete, etc. as well as inventory.
- With food lockers, clients can order online based on inventory and receives a code to access groceries. There are underserved rural areas like West Fork and Winslow that could benefit from having a food locker in their area.
- The Board discussed how the co-op can collaborate with St. James Food Pantry to help support addressing food insecurities in Northwest Arkansas.

GM Search Update

- Randy reported that there are not currently a lot of options for the open GM role, Melanie (recruiter) is still interviewing candidates however due to the competition in the area it has been challenging to find qualified candidates.
- The Board could look outside the grocery/co-op retail industry and consider other industries to recruit from.

Policies for review/discussion:

- D2- Board Job Descriptions

Upcoming meeting dates:

- May 28th, 2024- May Monthly Meeting

Meeting adjourned at: 8:47 pm

Member Comments:

Barbara Fraleigh- Dennis invited Barbara and four other members to meet regularly with staff as an Advisory Board to discuss various topics including farmer and vendor relations as well as other needs within the co-op.

Julia Nall- Hot Foods Bar and Bakery look amazing lately!

**Ozark Natural Foods
Board Meeting Minutes
May 2024 Meeting**

Tuesday May 28th, 2024
6:30 p.m.

Board Members Present: Danielle Hoffman, Leanne Baribeau
Denny Warren, Cannon McNair,
Nick Carson, Toni Fairman,
Josh Youngblood

Board Members Absent: Randy Wilburn, Jacob Sheatsley

Staff Members Present : Dennis Hanley,
Alicia Powell, Lisa Garrett, Veronica

Consent Agenda:

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

Floor Reports

President's Report:

- Randy Message:
We are working on finalizing a new contract with Dennis. We Hope that he will stay for the next 3-5 years. He has made a significant impact for staff at the co-op. More details to come. We have K.C. Tucker from the law group who represents us, she will give us a talk here at the meeting. Thank you all for your dedication.

GM Report:

- Dennis reported that things continue to go well with the store transformation and presented the April Dashboard. The Summary of this is attached to these meeting minutes.

Reporting & Board Decisions-

GM Dashboard and Monitoring Report-B3 Financial Conditions

- Dennis presented the GM Monthly Dashboard & Monitoring Report for March 2024.
- Sales are up! Very good news. We continue to be really strong.
But - we are still not where we want to be yet! We are going to work on the produce section. We should expect to see a dip in sales because of college kids being gone.
- Priority #1 is raising the living wage for staff.
- Cash - is good - we spent a lot of cash on produce equipment that is coming soon
- In June, we are going to be more conservative on cash.
- We have 87 team members.
- Accounts payable: we have a weekly check run and Alisha is the only signer.
- labor as percent of sales - we are a little high because we are still trying to get our sales up.
- employee turnover - 3.3% annual.
- 30% of coops across the country have no GM.
- Community Engagement: Due to recent events in Rogers, we are going to be doing our next roundup for the NWA resource center so they can rebuild their resource

center. We are also working to get them some shelf stable energy bars that are allergen friendly.

- We have gotten staff to jump very quickly to check out stations - which is very successful.
- produce - end of june will be equipment renovation. We will do a before and after - there will be a party in the morning to unveil it.
- Deli / Kitchen - there is great progress! Veronica, tell everyone what you do - I go around and check supplies and make sure they know when things are running low. Samples - trying to increase sales through offering sales. Sometimes I will pick things that are not moving. Sometimes the grab and go that need to go out in a couple of days. We want 4-5 demos from Wednesday - Sunday.
- Meat / Seafood - we are close with the local farmers - chicken / pork / beef. If you see it in our case and it's vacuum packed, it's probably not local, but some is. Our local is going to go fast.
- Customer Service Survey - the percentages went up 11%!
- Member Sale Proposals:
 - Wellness Wednesday - first wednesday 15%
 - Bulk Thursday - every 3rd thursday 15%
 - Taproom Tuesday - every second tuesday 10% taproom
- We are in the middle of our credit card processor change - that will happen with the SMS and pen pad upgrade. We want the newest point of sale equipment.
- June 6 - Breakfast with the co-op leadership, this happens quarterly.
- We have a quarterly newsletter - sent out digitally or physically in the store. Less than 5% of co-ops have newsletters so this is very special.
- There are 1 on 1 meetings as an option to all staff - they can ask for a meeting at any time and have things they can discuss whether they are things to be changed or ideas that they have.
- **Motion** to approve B3 Financial Conditions and the GM April Dashboard was **made, seconded, and carried unanimously.**

Perpetuation Committee

- Cannon reported that the Vetting / interviewing / assessing candidates was our main focus this month.
- There has been discussion about AMM, Julia, do you have anything to add?
- Julia : The registration table was the main thing - mainly for college students.
- **The recommendation from the perpetuation committee is to approve the candidates as slated. 5 ayes, 2 abstain, 2 absent**
- We will have 3 open positions and there are 5 candidates.

Policy Committee

- Policy met in April (not may) - we talked about ends revisions and how to meet
- We want to have a couple of meetings to discuss the ends policy - compare it to our last draft, see what we can keep or not keep.
- We recommend we do this in board meetings and vote on it after the election and slowly unveil it to members.
- We talked about KC Tucker.

Outreach Committee

- June 8th is the next date for Trail Cleanup from 9am-10am.

- We were looking to do a late saturday morning brunch - we are looking into dates for that.
- We are also looking into dates to volunteer with Monique Jones at the St. James Food Pantry.

Guest Speaker - KC Tucker - Counsel to ONF since 2011 (with Devin Semantis)

- KC focuses on clients that make or sell food.
- She has been a member since she was in law school.
- This is a High level overview of co-operative law - specifically Arkansas law.

In Arkansas we have 4 types of coops:

- 1. Agricultural
- 2. Electrical
- 3. Educational
- 4. All other cooperatives = Ozark Natural Foods
- Arkansas Cooperative Associations Act - Ark. Code. Ann 4-30-101, et. seq.
- Retail coops - while these can function similarly to a non-cooperative retailer, the members own a share of the company.

Formation Documents

- The AR cooperative association requires that you have to have articles of incorporation and bylaws"
- 1974 was when the co-op was incorporated
- Board of directors = 7 (now it is 9)
- The period of existence was 49 years - but now it can be perpetual
- the bylaws are the governing document for the organization

The arkansas law requires that the bylaws have these things in them:

- Name and location
- the purpose
- membership
- member meetings
- the board of directors and how they are to govern - terms, elections, conflicts of interest ect.

High leven on governance:

- 9 board of directors elected from active members of the cooperative
- the board hires the GM and the GM oversees the day to day of the coop

Membership requirements:

- Each coop must maintain a complete account of its books and records
- minutes must be maintained by member meetings and board of director meetings
- The name and address of all shareholders

What types of books and records can members see?

- ONF bylaws abide by these laws but get a little more detailed.
- "The secretary shall make sure that the books and records are maintained
- Only the documents set forth in arkansa code are subject to disclosure.

- It is important to keep some information confidential to protect onf's confidential business planning information from competitors or to protect certain information of vendors and staff

How information is shared:

- AMM
- GM is available
- through Board Meetings
- members have a right and responsibility to ask questions and to think about these things.

Having been a member for 6 months, with a written request, a member can request information:

- The request must have the following:
 - - the actual purpose
 - - the information or documents sought
 - - written requests for document or info shall be deemed as an acknowledgment of ONF's confidentiality agreement"
- The request must be responded to in 14 days.
- A written request from someone is the proper way to ask and is good as a record of this transaction.
- Any records request will be deemed to consent to ONF's confidentiality agreement so someone cannot take records and distribute them to everyone via email.

Owner Equity

- no person can have more than 10% ownership of a coop. So you need 11 people so no one has 10% or more.
- Owner Equity is covered by the bylaws - anyone that wants to become a membership, they apply, and invest money to become an owner of the company
- Your equity is the amount you paid - not what you promised to pay.
- a member can ask for their equity
- The board has a duty to not deplete their capital if people want their equity back

Patronage

- Your bylaws have to set forth the manner of distributing the profits of its business.
- Retained patronage - determined by how much that member spent that year.
- The cooperative MAY allocate patronage - but the board decides whether or not patronage will be paid to members.
- The board determines when and how distributions of retained patronage are delivered.
- Patronage can be made to members, but is not required to be.
- Arkansas law says that you have to make a plan for how profits are used.
- Electrical cooperatives have a separate set of laws than ONF
- "Unclaimed Property (arkansas law)
- If a check was mailed and not checked, then it is sent to the treasurer of arkansas and the member is responsible for obtaining that money"

Member Rights and Responsibilities

- right to elect and remove board of directors
- attend meetings (but there can be closed sessions)

- right to receive notice and attend the AMM
- approve any compensation of the board
- changing the bylaws
- special membership pricing as determined by management
- members of the member's household can also get these benefits
- one vote per one member"

Annual Member Meeting

- shall be held each year"

To be a member in good standing:

- Keep your equity investment responsibilities current
- notify of change of name and address
- abide by the co-ops bylaws, articles of incorporation, and policies and decisions of the coop of board of directors.
- A member who upholds these items are active members.
- At a board meeting, the board is responsible for what is being covered by the board at the meeting

This presentation is attached to these meeting minutes.

Policies for review/discussion:

- C1 - unity of control

Upcoming meeting dates:

- June 25, 2024 - June Board Meeting

Meeting adjourned at: 9:00pm

Member Comments:

Julia Nall-

Have a table where people can sign up for a membership at the AMM.
She has been really impressed with the improvements in the store!

2024 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 	Timeline & Progress: <ul style="list-style-type: none"> • September 18, 2023, began culture shift. • November 2023, change of organizational structure • April 16, 2024, Customer Service Training – First Wave Complete • July 2024, Leadership Training
2. Lower Cost of Goods for Store	
Details: <ul style="list-style-type: none"> • Grocer Supply term agreement • AWG contract negotiations • Liberty Fruit agreement 	Timeline & Progress: <ul style="list-style-type: none"> • Delivered beginning week of January 21 • Deliveries began February 16
3. Produce, Floral Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment • Equipment purchase of \$40k+ to rebuild produce department 	Timeline & Progress: <ul style="list-style-type: none"> • End of June 2024 • End of July 2024
4. Deli, Kitchen Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment 	Timeline & Progress: <ul style="list-style-type: none"> • End of May 2024 – completed first reset
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 June 2024 – completed first reset with local farms
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 August 2024
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"> • Current customer survey – Feb. 29, 2024 • Member/Owner survey – Feb. 29, 2024 • Training and action steps to improve customer experience started April 2024 – completed • Excellent results on improved shopping experience
9. Marketing and Advertising	
Details: <ul style="list-style-type: none"> • New program: 72-hour sale • 2024 Marketing Plan • Produce weekend flash sales • Wellness, bulk foods, and taproom specials for members only 	Timeline & Progress: <ul style="list-style-type: none"> • Began December 29, 2023 • Presented at March BOD mtg • Executing since February 2024

10. IT	
Details: <ul style="list-style-type: none"> Assess, audit existing IT systems 	Timeline <ul style="list-style-type: none"> Beginning implementation – March 2024 Executed SMS upgrade Executed new credit card processor through NCG membership Executed pin pad upgrade Next steps: Upgrade from SAGE to QuickBooks Online (QBO) and upgrading chart of accounts

**Ozark Natural Foods
Board Meeting Minutes
June 2024 Meeting
Tuesday June 25th, 2024
6:30 p.m.**

Board Members Present: Danielle Hoffman, Leanne Baribeau
Cannon McNair, Nick Carson,
Randy Wilburn, Toni Fairman,
Jacob Sheatsley,

Board Members Absent: Denny Warren, Josh Youngblood

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

Consent Agenda:

- **Motion** to approve May Board Meeting Minutes was **made, seconded, and carried unanimously with 7 ayes.**

Floor Reports

President’s Report:

- Randy updated the Board that he is working with Legal to extend a contract/job offer to Dennis Hanley to become ONF’s General Manager.

GM Report:

- Dennis presented the GM Monthly Dashboard Report. The business continues to grow and show positive sales growth.
- Dennis is re-introducing the Quarterly Newsletter at the request of members.

Reporting & Board Decisions-

Bylaw 5.2 Proposed Amendment

- The Board reviewed the proposed Bylaw 5.2 Amendment, which will be presented to the members during the Annual Member Meeting for final vote.
- **Motion** to accept Bylaw 5.2 Amendment proposal as presented was **made, seconded, and carried unanimously with 7 ayes.**

Certificate of Amendment of Article of Incorporation

- The Board reviewed the Certificate of Amendment to the Articles of Incorporation to be presented to the members during the Annual Member Meeting for the final vote.
- **Motion** to accept Amendment proposal as presented **was made, seconded, and carried unanimously with 7 ayes.**

Perpetuation Committee

- Cannon reported the committee has been working on the planning for the upcoming Annual Members Meeting, including the need for a conditional use permit for outdoor music.

Policy Committee

- The policy committee worked on the two proposed bylaw changes which were presented during this June meeting.

Outreach Committee

- Randy reported on behalf of Denny for Outreach Committee with activities which included the co-op helping feed 60+ volunteers during the Juneteenth cleanup.

Discussions

ENDS Policy Discussion

- The Board reviewed the current ENDS statement and discussed whether changes should be made.
- A special session will be scheduled to further discuss.

CCMA Recap

- Cannon attended the event and felt it was extremely beneficial.
- Cannon shared various ideas and initiatives from other co-ops which could be considered in the future at ONF.
- Nick also attended CCMA and shared his perspectives.

Policies for review/discussion:

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

Upcoming meeting dates:

- July 23rd, 2024- July Monthly Meeting

Meeting adjourned at: 8:51 pm Member Comments:

Nancy- Asked for clarification on board compensation to ensure Board is being equitably compensated for their time and dedication to the co-op.

Executive Session:

The board decided to move forward with the letter of intent with Branick international and Dennis Hanley.
7 ayes
2 absent

2024 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 	Timeline & Progress: <ul style="list-style-type: none"> • September 18, 2023, began culture shift. • November 2023, change of organizational structure • April 16, 2024, Customer Service Training – First Wave Complete • July 2024, Leadership Training
2. Lower Cost of Goods for Store	
Details: <ul style="list-style-type: none"> • Grocer Supply term agreement • AWG contract negotiations • Liberty Fruit agreement 	Timeline & Progress: <ul style="list-style-type: none"> • Delivered beginning week of January 21 • Deliveries began February 16

3. Produce, Floral Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment • Equipment purchase of \$40k+ to rebuild produce department 	Timeline & Progress: <ul style="list-style-type: none"> • End of June 2024 • End of July/August 2024
4. Deli, Kitchen Department Reset	
Details: <ul style="list-style-type: none"> • Adding new product assortment 	Timeline & Progress: <ul style="list-style-type: none"> • End of May 2024 – completed first reset
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 June 2024 – completed first reset with local farms • End of August 2024 – complete 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 September 2024
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"> • Current customer survey – Feb. 29, 2024 • Member/Owner survey – Feb. 29, 2024 • Training and action steps to improve customer experience started April 2024 – completed • Excellent results on improved shopping experience
9. Marketing and Advertising	
Details: <ul style="list-style-type: none"> • New program: 72-hour sale • 2024 Marketing Plan • Produce weekend flash sales • Wellness, bulk foods, and taproom specials for members only 	Timeline & Progress: <ul style="list-style-type: none"> • Began December 29, 2023 • Presented at March BOD mtg • Executing since February 2024
10. IT	
Details: <ul style="list-style-type: none"> • Assess, audit existing IT systems 	Timeline <ul style="list-style-type: none"> • Beginning implementation – March 2024 • Executed SMS upgrade • Executed new credit card processor through NCG membership • Executed pin pad upgrade • Next steps: Upgrade from SAGE to QuickBooks Online (QBO) and upgrading chart of accounts

6:30 p.m.

Board Members Present: Randy Wilburn, Danielle Hoffman, Leanne Baribeau, Nick Carson, Toni Fairman, Josh Youngblood, Jacob Sheatsley (virtual)

Board Members Absent: Denny Warren, Cannon McNair

Staff Members Present : Dennis Hanley, Brook-Ops Manager, Lisa Garrett

Consent Agenda:

- **Motion** to approve June Board Meeting Minutes was **made, seconded, and carried with 6 ayes and 1 abstained.**

Floor Reports

President's Report:

- Randy reported that recognizes that we have really unique opportunities in NWA and is excited about what the future holds now that Dennis is becoming the permanent General Manager.

GM Report:

- Dennis presented the GM Monthly Dashboard and reviewed financial figures including sales which increased from May to June, comp sales which reflect positive growth both month over month and year over, net income, cash on hand, and other relevant KPIs important to the co-op.
- Randy requested that the co-op find ways to share this important financial information in a transparent and cohesive way to ensure member owners always have a clear understanding of the co-op's financial standings.

Reporting & Board Decisions-

B3 Financial Conditions

- Dennis Hanley presented the GM Monthly Dashboard to the board and answered questions.
- **Motion** to accept GM Monthly Dashboard for June 2024 which included substantial information and data to be in compliance with B3 Financial Conditions was **made, seconded, and carried unanimously with 7 ayes.**

GM Letter Of Intent- Vote Results

- The Board held an Executive Session after last month's Board meeting to vote on extending a *Letter of Intent* to Dennis Hanley for the open position of General Manager of Ozark Natural Foods.
- **Motion** to sign Letter of Intent to hire Dennis Hanley as General Manager **was made, seconded, and carried unanimously with 7 ayes.**

Perpetuation Committee

- Nick reported there are currently 3 new candidates and 2 incumbent candidates for a total of 5 candidates running for the board.
- Nick and Lisa are working on Conditional Use Permit which will be voted on during the 12th of August city council meeting. This is necessary for music on the patio.
- The committee is working on the agenda for AMM to ensure effective use of time.

Policy Committee

- No Policy Committee meeting in July due to holiday.

Outreach Committee

- Toni reported that the committee is working on events including Brunch with the Board Sept 28th and a

date for the next Trail Cleanup.

Discussions

AMM Planning

- The Board discussed options and details for the upcoming Annual Member Meeting. Cannon will be the MC of the event. The meeting will run from 1-4pm. Activities will include music, food, a business meeting, candidate speeches, candidate Q&A.

Policies for review/discussion:

- B7- Customer Service
- C4- Board Monitoring and Performance

Upcoming meeting dates:

- Aug 27th, 2024- August Monthly Meeting

Meeting adjourned at: 8:30 pm Member

Comments:

Nancy- Following up on last month’s comments regarding Board Compensation. Nancy feels that Board Compensation should be budgeted in as a stipend and not relying on what is left over from the budget each year to be distributed on what is remaining.

Pat- Has spoken to so many member owners that are now returning to the co-op due to the recent changes. Also relayed comments regarding how wonderful the staff is and attributes this to the newfound success of the co-op as well.

2024 Ozark Natural Foods Operational Plan

Ten Points to Drive Sales and Profit

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2. Lower Cost of Goods for Store	
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