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:

****

Executive Session: Amended to original minutes by Nick Carson on Feb 3rd, 2025
Held moments after January Member's Meeting:
January 28, 2025 from 8:47pm to 9:02pm
Attendees: Randy, Josh, Daniell, Nick, Denny, Jacob, Kim, Megan, and Cannon via telephone.

Discussed Property Matters and staff compensation strategy with GM.

****

Ozark Natural Foods
Board Meeting Minutes
February 2025 Meeting
Tuesday February 25^{th}, 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:

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.

<u>Outreach Committee</u>

- 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.

<u>Policy Committee</u>

- 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

<u>Board Retreat Agenda Review</u>

- 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: The Board voted 7 Present, 1 Absent, 1 abstained to renew Generations Health and Wellness lease for a 5 year term when it renews this year.

Member Comments: No owner comments

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

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

<u>Second Helping NWA</u>

- 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.

<u>Canopy NWA</u>:

- Khalid Ahmadzai and Bethany Carter presented on behalf of Canopy NWA. Canopy NWA in 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.

<u>President's Report</u>:

- 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.

<u>GM Report & Monitoring Report</u>

- 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.

Ozark Natural Foods
Board Meeting Minutes
June 2025 Meeting
Tuesday June 24th, 2025
6:30 p.m.

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

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

Floor Reports
Green Sports Alliance:
- Michael Kraus presented on behalf of Green Sports Alliance. Green Sports Alliance helps major sports stadiums and arenas across the country to develop sustainable food and packaging programs.
- Fayetteville has a robust recycling and composting program which ONF can leverage.
- ONF could consider both easy and more difficult changes to make the co-op more sustainable. Harder achievements- reusable containers and bags, easier to achieve- getting rid of paper bags.
- ONF could quantify the co-op's sustainability efforts to help with storytelling and inspiring others.

President's Report:
- Randy met with Thayne regarding her contract, she is wrapping up her time with the board at the end of the year. She is currently working on her replacement which will likely be announced in the fall.
- Randy is working with Thayne to establish a Finance Committee including creating a charter and committee guidelines.

CCMA Recap:
- Kim, Jacob and Megan attended CCMA in Duluth MN. The conference included guest speakers, roundtables and breakout rooms on various topics.
- Kim provided a summary to the Board for further review.

GM Report & Monitoring Report
- Dennis presented the GM Monthly Report which included financial numbers regarding total sales, comp sales, MML, net income, cash on hand and monthly employee turnover. Also included in the report was a highlight of events including vendor fair and pride party.
- Other details within the report include trends, legal items, media items, financials and IT systems.

Reporting and Board Decisions
B6 Management Continuity

- Dennis reported on B6 Management Continuity.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B6 Management Continuity as presented by Dennis was **made, seconded and carried with 7 ayes.**

Perpetuation Committee
- Cannon reported that board candidate applications have closed and there are five board candidates for 2025.
- The committee is now planning the Annual Members Meeting with support from the operations team.

Outreach Committee
- Randy reported on behalf of the Outreach committee. There were 5 volunteers at the Apple Seeds volunteer event.
- No events are currently planned.

Policy Committee
- Randy reported that the committee is working with KC (attorney) on the Article of Incorporation and Bylaws, as well as Board compensation.

Discussions
Articles, Bylaws, and Board Compensation planning
- Randy presented the process for ratification and process review. Draft documents will be shared out for Board review. Documents will be sent ahead of July board meeting for a vote during the July 22nd board meeting. By Aug 5th (no later than Aug 12th) the approved changes will be made available to member owners.
- This process will help with transparency of member owners.

Policies for review/discussion:
- C2- Accountability of the GM
- C3- Delegation to the GM

Upcoming meeting dates:
- July 22nd, 2025- July Monthly Meeting

Meeting adjourned at: 8:37 p.m.

Member Comments:

Pat Schram - Concerns regarding website review, the Bylaws appear to be outdated. Also feels the member comments and meeting participation is not captured in the minutes. Transparency concerns on how board decisions are being captured and reported out on. Suggested board members have term limits and rolling off for a certain amount of time. She would like to be able to request historical data including minutes and bylaws and amendments.

Barbara Fraleigh - Echoed Pat’s sentiments regarding board transparency and board term limits.

Diane - Really appreciates the 72 hour sales. Also appreciates the vendor fair and samples.

CONTINUED…..
****An Executive Session was held immediately after the meeting and the Board voted unanimously to revoke memberships of two members.

Ozark Natural Foods
Board Meeting Minutes
July 2025 Meeting
Tuesday July 22nd, 2025
6:30 p.m.

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

Board Members Absent:

Staff Members Present : Dennis Hanley

Consent Agenda:
- **Motion** to approve June Board Meeting Minutes was **made, seconded, and carried with 7 ayes and two abstained.**

Floor Report:
President's Report:
- Met with Tony Alongi and CPA partners, they visited the store and took inventory. There was such great feedback from them regarding both the store and employees.
- Randy really appreciates everyone's dedication to the revolution of the co-op. Randy recognized Dennis's strong leadership and how its helped develop the staff.

GM Report & Monitoring Report
- Dennis presented the GM Monthly Report which included financial numbers regarding total sales, comp sales, MML, net income, cash on hand and monthly employee turnover.

Reporting and Board Decisions
B3 Financial Conditions
- Dennis reported on B3 Financial Conditions.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B3 Financial Conditions as presented by Dennis was **made, seconded and carried unanimously.**

Ratify the current Bylaws to present to members at AMM
- The Board reviewed the current Bylaws as they are, to be presented at the AMM as a resolution to be voted on for ratification.
- **Motion** to present the proposed resolution to ratify bylaws at the 2025 Annual Members Meeting was **made, seconded and carried unanimously.**

Ratify the Articles of Incorporation to present to members at AMM
- The Board reviewed the current Articles of Incorporation, to be presented at the AMM as a resolution to be voted on for ratification.
- **Motion** to present the proposed resolution to ratify Articles of Incorporation at the 2025 Annual Members Meeting was **made, seconded and carried unanimously.**

Board Compensation Language to present to members at AMM

- Danielle read proposed language for updated board compensation. Board discussed why board compensation is important and how it should be structured.
- The board determined a pay structure aligned with the different roles and responsibilities of the board positions. 225, 300, 375 and 14 yearly meetings
- **Motion** to propose board compensation amounts to include in the language of 225 for regular 300 treasure/secretary, vice president, 375 for president based on the board member being in good standing and attending 14 meetings per calendar year. Motion carried unanimously.
- Josh presented the proposed language for consideration:
  - **Bylaw 5.10 Compensation states:**
    - Any change in the current compensation of the Board of Directors shall be approved by a simple majority of the Active Members voting at an Annual Membership Meeting or at any Special Meeting of the Members called for that purpose. The Cooperative may reimburse directors for any reasonable expenses incurred in carrying out their duties and responsibilities.
  - **The proposed board compensation policy to be voted on states:**
    - Directors shall be reimbursed for reasonable expenses incurred in the performance of their duties on behalf of the Co-Op, provided such expenses are supported by appropriate documentation (e.g., receipts) and submitted within the time frame established by the Board. Stipends will be received for a maximum of 14 total meetings annually.
    - Non-Officer Directors shall receive the following stipends:
    - $225 for preparation for and attendance at each regular and Annual meeting of the Board;
    - $225 for preparation for and attendance at each special meeting of the Board; and
    - $225 for preparation for and attendance at the annual Membership Meeting.
    - Sec/Tres and Vice-President of the Board shall receive the following stipends:
    - $300 for preparation for and attendance at each regular and Annual meeting of the Board;
    - $300 for preparation for and attendance at each special meeting of the Board; and
    - $300 for preparation for and attendance at the annual Membership Meeting.
    - President of the Board shall receive the following stipends:
    - $375 for preparation for and attendance at each regular and Annual meeting of the Board;
    - $375 for preparation for and attendance at each special meeting of the Board; and
    - $375 for preparation for and attendance at the annual Membership Meeting.
    - Stipends shall be calculated and paid annually in December, based on actual attendance and participation throughout the calendar year. **Provided, however**, no stipends shall be paid to any Director in any instance where the Co-Op is operating at a financial loss or where the payment of such stipends would materially impair the Co-Op's working capital or financial stability, as determined by the Board in good faith.
    - In addition, all Directors shall be entitled to receive an in-store discount equivalent to that provided to Co-Op employees, subject to the same terms and conditions.
- **Motion** to approve the propped compensation policy as read was **made, seconded and carried unanimously.**

<u>June 24, 2025, Executive Session Results Membership Termination Reports</u>

- The Board held Exec Session and approved to revoke membership of two members.

Perpetuation Committee
- Cannon reported that the committee has been working with operations on planning the upcoming Annual Member Meeting.

Outreach Committee
- Denny reported on the recent Appleseeds volunteer event which had 5 volunteers, as well as another trail clean up planned for September.

Policy Committee
- The committee reviewed the language for Bylaws, Articles of Incorporation, and Board Compensation.

Discussions
Annual Member Meeting Planning
- Potential ideas include mixer to meet the candidates, happy hour all day after 10am, local vendor sampling, board QA, DJ, ways to incentivize voting, giveaways, etc.
- Operations will work with Marketing to execute.

Policies for review/discussion:
- D4- Board Meetings

Upcoming meeting dates:
- August 26th, 2025- August Monthly Meeting

Meeting adjourned at: 8:42 p.m.

Member Comments:

Ozark Natural Foods
Board Meeting Minutes
August 2025 Meeting
Tuesday August 26th, 2025
6:30 p.m.

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

Consent Agenda:

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

Floor Report:

President's Report:

- Randy addressed the board compensation language, felt the process would have been better received if started earlier in the year. Starting earlier in the year and gaining membership understanding could have added more clarity to the proposal. Randy apologized for not getting the language out sooner and not painting the picture for better understanding of the stipend change.

GM Report & Monitoring Report

- Dennis presented the GM Monthly Report which included financial numbers regarding total sales, comp sales, MML, net income, cash on hand and monthly employee turnover.

Reporting and Board Decisions

B7 Customer Service

- Dennis reported on B7 Customer Service.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B7 Customer Service as presented by Dennis was **made, seconded and carried unanimously with 8 ayes.**

Board Compensation Proposal Review

- After much discussion and consideration, the board is considering removing the proposed Board Compensation Proposal from the upcoming AMM agenda.
- **Motion** to remove the Board Compensation Proposal from the AMM agenda was **made, seconded and carried unanimously with 8 ayes.**

Perpetuation Committee

- Cannon reported that the committee is working on the Annual Member Meeting agenda, as well as promotions ahead of the meeting and voting opportunities.

Outreach Committee

- Denny reported the next proposed trail clean up date is Oct 18th.

Policy Committee

- No report this month

Discussions

<u>Financial Committee Charter Discussion and Review</u>

- The board discussed the Finance Committee including Charter and overview of roles and responsibilities of the committee members.
- The board will continue discussion at an upcoming meeting.

<u>AMM Final Review</u>

- Schedule shared with board in preparation for Annual Owners Meeting September 14th.

<u>Board Planning Retreat</u>

- The Board discussed dates for the end of October/early November for potential Board Retreat.
- There will be a new Columinate consultant for the upcoming retreat.

Policies for review/discussion:

- C4- Monitoring GM Performance – Board reviewed and discussed policy, which has a January annual monitoring date.
- **Motion** to approve change of policy monitoring date to August annually was **made, seconded and carried unanimously with 8 ayes.**

Upcoming meeting dates:

- September 30th, 2025- September Board Meeting & Annual Board Meeting

Meeting adjourned at: 8:46 p.m.

Member Comments:

Pat- listened to the recorded Q&A and appreciated Randy's comments. She appreciates the work that the board is doing and feels the board does make the membership feels heard.

Diane- Really enjoyed Wednesday Q&A session, appreciated the opportunity.

Dave- Acknowledged the amazing staff.

Staff Member- Appreciates the discount extended to part-time employees.

Ozark Natural Foods
Annual Owners Meeting- 2025
September 13th, 2025

Cannon McNair welcomed the owners and explained the process for opening the floor to nominate candidate(s) from the floor.

Nominations from the Floor: There was no motion to open the floor to nominations.

Meeting Called to Order

Cannon called the meeting to order at 2:04 pm and introduced the current board members. The current Board Members were introduced: Danielle Hoffman, Randy Wilburn, Megan Knutson, Jacob Sheatsley, Cannon McNair, Nick Carson, Kim Bryden, Denny Warren, and Joshua Youngblood.

Minutes: Nick Carson read the Minutes from the 2024 A.O.M. Motion to approve minutes made by Scott Smith and seconded by Adam Tabor. Minutes were approved.

Business Portion of the Meeting

President's Report: Randy shared activates the board has participated in over the past year including reaching a milestone vote to confirm the accuracy of the bylaws. This will ensure bylaws are updated and accurate. The board has also worked to put forward a proposal to ratify the Articles of Incorporation as they stand. This will guarantee ONF can thrive well into the future. The board has also participated in trail cleanups, Appleseed's volunteering, board dinners and brunches, St. James Food Pantry volunteering among others. The board welcomed guest speakers to monthly meetings to learn about what the community wants and needs, and how ONF can support. ONF continues to grow both membership and suppliers by adding 1132 members this year as well as 50 new business vendors. Dennis continues to develop the staff and strengthen relationships within the community. Dennis and the board were able to achieve a $15 starting wage for ONF employees. Randy thanked his fellow board members for their contributions to the store's goals. Randy thanked the two board members ending their term including Danielle Hoffman for serving 12 years on the board, as well as Denny Warren for his service. Randy thanked the staff for shaping the co-op. In closing, Randy shared his decision to step down as his term ends at the end of this month and thanked staff, board members, and member owners for a wonderful six years as a board member.

General Manager & Financial Report: GM Dennis Hanley presented the General Manager and Financial Report. The co-op has had an outstanding year and is financially strong. This continued success will allow the store to make improvements in both staff wages and pricing. The staff continues to be developed professionally and that is reflected in both a 30% increased productivity rate and less than 10% staff turnover. The co-op continues to develop connections in the community with farmers, vendors and nonprofits. Dennis thanked the Board, staff and member owners for their continued support of the co-op and is excited to see where the next year takes it.

Voting Procedure: Cannon explained procedures and deadline for voting.

Board Candidate Introductions & Candidate Q&A: The board candidates were introduced: Ariel Fox, Paige Hammer, Karri McMahon and Shawn Morris. Tara Morganstern was a candidate but had to drop due to personal reasons. Owners had the opportunity for Q&A.

Bylaw Changes: Cannon explained the proposed Resolution to Ratify Articles of Incorporation and Resolution to Ratify the Bylaws(?).

Motion to close meeting was made by Scott Smith and seconded by Danielle Hoffman. Motion carried and meeting was adjourned at 2:50 p.m.

The ONF business meeting was adjourned at 2:50 p.m.

Ozark Natural Foods
Board Meeting Minutes
Annual Board Meeting 2025
Tuesday September 30th, 2025
6:30 p.m.

Board Members Present: Randy Wilburn, Danielle Hoffman, Nick Carson, Jacob Sheatsley, Denny Warren, Cannon McNair, Kim Bryden, Megan Knutson, Josh Youngblood, Ariel Fox, Paige Hammer, Kerri McMahon

Board Members Absent:

Staff Members Present : Dennis Hanley

Election Results:

- Ariel Fox, Paige Hammer, Kerri McMahon were elected to the board.
- *Resolution to Ratify Bylaws*- passed
- *Resolution to Ratify Articles of Incorporation*- passed
- Top 12 nonprofits selected for Community Change are *Apples Seeds Teaching Farm, Beaver Watershed Alliance, Big Paws of the Ozarks, Canopy NWA, Children's Safety Center, KUAF Public Radio, Legal Aid of Arkansas, Magdalene Serentiy House, Northwest Arkansas Land Trust, NWA Equality, Peace at Home Family Shelter*
- Motion to certify the results from the Ozark Natural Foods 2025 election **was made, seconded, and passed unanimously.**

Selection of Officers

President:

- Nick Carson nominated Cannon McNair for President of the Board and Cannon accepted.
- Motion to appoint Cannon McNair as Board President was **made, seconded, and carried with 8 ayes and 1 abstained.**

Vice President:

- Megan Knutson nominated Kim Bryden for Vice President and Kim accepted
- Motion to appoint Kim Bryden as Vice President was **made, seconded and carried with 8 ayes and 1 abstained.**

Secretary/Treasurer

- Cannon McNair nominated Nick Carson as Board Secretary/Treasurer and this was seconded.
- **Motion** to appoint Nick Carson as Secretary/Treasurer was **made, seconded and carried with 8 ayes and 1 abstained.**

Committee Chairs and Members-

Policy, Perpetuation, and Owner Outreach Committee Chairs

- Cannon McNair nominated Joshua Youngblood as Chair of Policy Committee and Joshua accepted.
- Kim Bryden nominated Megan Knutson as Chair of Perpetuation Committee and Megan accepted.
- Megan Knutson nominated Jacob Sheatsley as Chair of Owner Outreach Committee and Jacob accepted.

- **Motion** to accept the slate of committee chairs was **made, seconded and carried unanimously.**

Executive Committee:
- Joshua Youngblood nominated Jacob Sheatsley to be added to the Executive Committee which consists of Board President Cannon McNair, Vice President Kim Bryden, and Secretary/Treasurer Nick Carson.
- **Motion** to appoint Jacob Sheatsley to the Executive Committee was **made, seconded and carried with 8 ayes and 1 abstained.**

Meeting adjourned at: 7:05 pm

Ozark Natural Foods
Board Meeting Minutes
September 2025 Meeting
Tuesday September 30th, 2025
7:15 p.m.

Board Members Present: Nick Carson, Cannon McNair, Megan Knutson, Jacob Sheatsley, Kim Bryden, Joshua Youngblood, Ariel Fox, Paige Hammer, Kerri McMahon

Board Members Absent:

Staff Members Present : Dennis Hanley

Consent Agenda:

- **Motion** to approve August Board Meeting Minutes was **made, seconded, and carried with 6 ayes and 3 abstained.**

Floor Report:

President's Report:

- Cannon addressed the board as the newly elected Board President and shared his thoughts on his new position. He expressed his gratitude to the board for entrusting him with this position and is excited to take on this new challenge.
- Cannon noted his priorities will be membership engagement and re-shifting focus to the next two decades to begin planning for the future. Cannon also intends to help modernize and streamline activities to become more effective and efficient.

GM Report & Monitoring Report

- Dennis presented the GM Monthly Report which included financial numbers regarding total sales, comp sales, MML, net income, cash on hand and monthly employee turnover.

Reporting and Board Decisions

B8- Membership

- Dennis reported compliance on B8 Membership.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to accept B8 Membership as presented by Dennis was **made, seconded and carried unanimously.**

Perpetuation Committee

- Megan reported that the committee is working on exit interviews for outgoing board members as well as onboarding newly elected board members.
- Also collecting feedback and COEs for next year's event.

Outreach Committee

- Jacob reported there is a trail cleanup scheduled for Saturday October 18th.

Policy Committee

- Joshua reported that the committee discussed policy governance and how to manage concerns or grievances. Joshua invited new members an opportunity to learn more about policy governance.

Discussions

AMM Review

- The board appreciated Dennis for organizing and managing the recent AOM, as well as Adam Tabor and the staff that assisted in making the event a success.
- Kim suggested additional promotional/engagement ideas for next year including instore and digital signage, as well as more prominently displaying candidate bios and details on the website.
- A collaboration between Perpetuation and Owner Outreach could be helpful closer to the actual event.

New Board members Orientation Part 1

- New board members will receive co-op email addresses as well as access to Google Drive, will also be added to Dennis's group email distro list, and the Board group chat. Cannon reminded new board members to direct operational questions/issues to Dennis. Dennis will spend time with new board members giving an overview of financials.

Board Planning Retreat

- The Board Retreat is scheduled for November 8th 8am-3pm at Appleseeds with a group dinner at 5:30/6:00pm the night before.

Policies for review/discussion:

Upcoming meeting dates:

- October 28th, 2025- October Board Meeting

Meeting adjourned at: 8:51 p.m.

Member Comments:

Pat- Honored to be part of bringing in the new board and starting the new year with positive change and excited for the future!

Diane- Appreciates the vendor samples, finds this very helpful.

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

Board Members Present:	Nick Carson, Cannon McNair, Megan Knutson, Kim Bryden (zoom), Ariel Fox, Paige Hammer, Karri McMahon
Board Members Absent:	Joshua Youngblood, Jacob Sheatsley
Staff Members Present :	Dennis Hanley

Consent Agenda:

- **Motion** to approve the consent agenda including the September Board Meeting minutes, Annual Board Meeting minutes, and B3 Financials was **made, seconded, and carried unanimously.**

Floor Report:

President's Report:

- Cannon has held various meetings with the executive committee, Dennis, and others to algin and improve the board best practices and to streamline meetings and activities.
- Cannon and others have been working on the charter for the Finance Committee which will be voted on tonight.

GM Report & Monitoring Report

- Dennis presented the GM Monthly Report which included financial numbers regarding total sales, comp sales, MML, net income, cash on hand and monthly employee turnover.

Reporting and Board Decisions

B3- Financials

- Dennis reported compliance on B3 Financials.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- B3 Financials was approved as part of the consent agenda.

Perpetuation Committee

- Megan reported the committee discussed exit interviews with outgoing board members and shared detailed feedback. Improvement includes ideas for onboarding new board members and partnering more with Columinate.
- A full detailed version will be shared with the board.

Outreach Committee

- Megan reported the trail cleanup was postponed due to weather. A new date will be shared soon.
- The committee will consider board members joining current store events to help connect with member owners.

Policy Committee

- Cannon reported that the committee discussed if the board should review policies during meetings or review during committee and make suggestions to the board during the board meetings.

Discussions

Board Retreat Agenda

- The board reviewed proposed agenda for upcoming board retreat.

Finance Committee

- The Board received the proposed Finance Committee and Finance Committee Charter prior to the meeting for review and Nick read it aloud during the meeting.
- **Motion** to accept the proposed Finance Committee and Finance Committee Charter as presented **was made, seconded and carried unanimously.**

New Board Member Orientation

- The Board answered questions from newly elected board members including the board budget and CCMA details.

Board Education

- Cannon polled the board on topics for board education including bringing in the various nonprofits that ONF supports, staff presentations on operational topics (marketing, HR, etc.) farmers, etc.

Board Modernization

- Cannon asked the board to consider if the role of Secretary/Treasurer should be separated and let him know if there is interest in stepping into the Secretary role.
- This will be discussed at the December 9th meeting.

Committee Charters

- All committees will need to submit their charters one week prior to the December 9th Board meeting

November & December Meetings

- The Board determined combined November/December Board meeting will be on Tuesday December 9th.

Policies for review/discussion:

- D3- Governance Cycle
- D11- Governance Investment

Upcoming meeting dates

- December 9th- November/December combined monthly meeting.

Meeting adjourned at: 8:42 p.m.

Member Comments:

Ozark Natural Foods
Board Meeting Minutes
November/December 2025 Meeting
Tuesday December 9th, 2025
6:30 p.m.

Board Members Present: Nick Carson, Cannon McNair (zoom), Megan Knutson, Kim Bryden, Ariel Fox, Paige Hammer, Jacob Sheatsley Karri McMahon, Joshua Youngblood,

Board Members Absent:

Staff Members Present : Dennis Hanley

Consent Agenda:

- **Motion** to approve the consent agenda including the October Board Meeting minutes and Committee Charters was **made, seconded, and carried unanimously.**

Floor Report:

President's Report:

- Cannon reported that the recent board retreat was very effective and appreciated the board's contributions to make the meeting so successful.
- The Finance Committee held their first meeting in the month of November and discussed topics including the Board budget. The committee also received reports on co-op financials for a better overall understanding of the financial health of the co-op.
- Cannon has been traveling and visiting co-ops in the Northeast. He has also spent time with the staff and shared his personal story of becoming a board member and what inspired his dedication to the co-op.

GM Report & Monitoring Report

- The Board compiled questions regarding sales trends, including customer count and basket size. Dennis addressed the questions using NCGs KPIs and trends across co-ops nationwide compared to Ozark Natural Food sales trends. Other board questions included topics under personal/Ops including kitchen staff turnover, financials, and sustainability.

Reporting and Board Decisions

B9- Sustainability

- Dennis reported compliance on B9 Sustainability.
- The Board reviewed the report prior to the board meeting and asked applicable questions.
- **Motion** to approve B9 Sustainability was **made, seconded and carried unanimously**.

Perpetuation Committee

- Megan reported that the committee worked on the Charter which was due for approval ahead of this meeting.

Outreach Committee

- Jacob reported that the committee met a few times to work on the Charter which was due ahead of this meeting.

Policy Committee

- Josh reported that the committee worked on the Charter which was due ahead of this meeting.

- The committee reviewed the annual monitoring calendar and discussed changes to better align with NCG financial reporting and business planning.

Finance Committee

- Nick reported that the committee held their first meeting and worked on a proposed budget as well as reviewed reports and expenses from previous years to have a better understanding of spend.
- The committee created a board budget proposal to present to the full board for approval.

Discussions

Board Budget

- On behalf of the Finance Committee Nick presented the 2026 Board Budget for approval.
- **Motion** to accept the proposed 2026 Board Budget of $72,500 as presented **was made, seconded and carried unanimously.**

Secretary Role

- The Board discussed separating the Secretary and Treasurer roles based on the expanded responsibilities of each.
- The policy currently does not have a dedicated Treasure role. The policy currently has the Secretary and Treasurer role combined.

Board Retreat De-brief

- The board reflected on the recent retreat including Dennis's insights into the coming quarter. After the first quarter Dennis will begin the next steps for executing short-term strategies.

January Meeting Prep

- The B2 Business Plan has been reviewed by the board, including the long-term horizon and what the plan is to achieve success.

Policies for review/discussion:

- D6- President
- D7- Vice President
- D8- Secretary
- D13- Records

Upcoming meeting dates

- January 27th- January monthly meeting.

Meeting adjourned at: 8:35 p.m.

Member Comments: