

**Ozark Natural Foods
Board Meeting Minutes**

Aug 27th, 2013
6:30 p.m.

Board Members Present: Joshua Youngblood, Hank Kaminsky,
Tuesday Eastlack, Colleen Pancake,
Sue Graham, Danielle Dotson,
Todd Scarborough

Board Members Absent:

Staff Members Present: Alysén Land, Gary Cook, Mike Anzalone, Alexa McGriff

Facilitator: Kathleen Trotter

Consent Agenda- approved

- July Minutes
- Requests for patronage refunds to Jackie M. Kellogg and Greg Voris (after presenting required documentation)

Motion made, seconded and carried unanimously to approve consent agenda.

Floor Reports

President's Report:

- Reviewed the on-going work of the board and expressed appreciation for the commitment of members to getting assignments done.
- Had a closed session to increase the volume of positive work being accomplished.
- Had conference call with attorneys regarding the nomination packet.
- Shared a letter from a satisfied customer complimenting the store and staff
- Noted that the co-op is in a wonderful position to help with other co-op ventures.
- Reviewed his response to owners' comments via email, including suggestions to both expand OAW to include Friday and to institute a University staff discount.

GM Report:

- GM reported on 2005, 2006 and 2007 patronage refunds.
- Possible break-in attempt at basement door, store is looking at passable security system upgrades.
- Warehouse change is happening soon.
- New juice bar opening in shopping center.
- Midtown Music Fest was a great success, over \$1000 for local charities was raised and donations were provided to the local food bank.
- Discussed other operational issues that are receiving attention.

Reporting and Board Decisions

GM Report B.8 Membership:

- Report and attachments were sent and reviewed prior to meeting.

- Discussion took place about various questions regarding the report and whether or not policy was adequate.
- Board noted that the format of report illustrates well the efforts and responses given.
- **Motion** to accept the report was **made, seconded and passed unanimously**.

Nomination Packet:

- Nomination Packet was received and reviewed before the meeting.
- Consensus was achieved after discussion that at the top of application, it would state that candidates must be a "Primary Owner" at the TIME OF APPLICATION.
- Motion was made, seconded and carried unanimously to approve the Nomination Packet as submitted with two changes.

Board Calendar:

- The board reviewed calendar and determined it needs to be formatted.
- The board will discuss next month for approval.

Discussion Items

Report from Closed Session

- Reported discussions regarding GM bonus and contract negotiations
- Board approved 2014 Budget at \$50,000 and will review soon to line item allocate to functions based on 2013 budget
- Owner Visioning Forum, September 7, 2-4 PM: Confirmed schedule, format and assignments, discussed logistics and food and beverages.

Owner Refunds:

- Two Owner Accounts that need changes due to a death were reviewed.
- Motion made and seconded to allow the surviving spouse of Edward Furst to assume the ownership. The motion passed unanimously.
- Motion was made for Carol Anne Miller to assume the account of her deceased husband, Carly Miller. Motion was seconded and passed unanimously.
- Board determined a bylaw change is needed to allow transfers from deceased spouses or partners.

Policy Committee:

- Board **accepted by consensus** grammatical changes recommended by committee within the ENDS to align with the appropriate format. Will be used as a working model for the Visioning Forum and will go into effect for reports in January.
- Recommended to maintain current discount/compensation levels for Board.
- Still working on GM grievance policy changes.
- Will continue to work on By-law revisions; to be presented as a whole for approval.

NCGA Prep Meeting:

- GM will be attending the NCGA (National Cooperative Grocers Association) Conference in Seattle and discussing:
How can the impact of Co-ops be different in 10 years then it is today?

What is your vision for our co-op, (impact on community in the next 10 years) and how can the NCGA help foster that?

What is your vision of the impact that the NCGA can accomplish in the next 10 years to help cooperatives thrive both locally and nationally?

- GM will bring Strategic Planning Retreat and Visioning Forum notes and the board can send further ideas or questions via email.

Candidate Dinner:

- Sept 10th at Mount Sequoyah scheduled for Dinner for potential Board candidates by Board invitation, to encourage a pool of quality applicants and to facilitate conversations about board responsibilities.
- Board needs to send Alexa names of potential candidates
- Need RSVPs by Sept 3rd.

Apple Seeds Proposal Follow up:

- The Board determined there are still many questions that need to be answered before any decisions on the proposal from Apple Seeds can be made.
- Tuesday will attend the next Apple Seeds Board meeting for more information.
- The board will compile additional questions and information before making any decisions.

Board Policies

C.4 Monitoring GM Performance:

- Board discussed policy C-4, determined that though it is working currently, policy needs to be reviewed for changes.

Upcoming meeting dates

- September board meeting Sept 24rd, 2013

Meeting adjourned at 9:00pm

Closed Session:

GM Contract Negotiation

Owner Comments-

David: Shared information regarding OMNI's initiatives to develop new local cooperatives – a consulting co-op, a housing co-op, a worker-owned/controlled co-op. He will stay in discussion with ONF.

Linda: Reviewed perceived by-law violations; revisions needed. Will type notes presented on tagboard and send to Joshua.

Nancy: Corrected dates related to current and future events.

Phil: Asked whether the nominations process would be the same as last year; when information would be available. Advised that it is on the evening's agenda and would be available soon after decisions are finalized.

