



## Board of Directors Open Session Minutes – November 17, 2025

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President Duncan Shrout called the November 17, 2025, meeting of the Outpost Natural Foods Board of Directors to order at 6:02 pm.

Duncan welcomed David Lee, who has served on the Outpost Board in the past, as interim director for the remainder of the 2025-2026 term.

### **Board Members**

Caroline Carter – absent  
Rick Daggett – present  
Tay Fatke – present  
Ashley Fisher – absent  
Rebecca Guralnick – present  
David Lee – present  
Eno Meier – present  
Cassandra Papesh – present  
Duncan Shrout – present

### **Management in Attendance**

Ray Simpkins, CEO  
Lisa Draeger, Office Manager and Executive Assistant

### **Owners in Attendance**

Brenda Washburn, owner #40681

### **OUTPOST MISSION, READ BY RAY SIMPKINS**

*Outpost Natural Foods exists so that our owners have a healthy, diverse, and sustainable community. We will accomplish this while maintaining the long-term strength of the cooperative. We achieve this goal by making sure that-*

- *The community has access to products and services that promote personal and environmental health.*
- *The community has access to organically and locally produced goods.*
- *The community is educated about choices that impact personal and environmental health.*
- *A community with commerce that is locally owned or locally oriented exists.*
- *The owners have a sense of connectedness, belonging, and fellowship.*
- *The cooperative infrastructure is supported.*

### **OUTPOST LAND ACKNOWLEDGEMENT, READ BY RICK DAGGETT**

*Outpost Natural Foods acknowledges that our four store locations and central offices occupy the ancestral home of Indigenous peoples who were forced from their land with the arrival of white settlers. These tribal nations include Anishinaabeg (Ojibwe), Kiikaapoi (Kickapoo), Peoria, Bodéwandimiakiwen (Potawatomi), Menominee, Myaamia (Miami), Waazija (Ho-Chunk/Winnebago), and Očhéthi Šakówin (Lakota). Descendants and members of these tribal nations continue to live in Milwaukee and its neighboring towns and communities. Many are owners of our*



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*co-op and shop at our stores. Their patronage contributes to Outpost's success and the resiliency of our community.*

### **APPROVE AGENDA AND ACCEPT CONSENT ITEMS**

#### **Consent Items**

- September Open and Closed Session Board Meeting Minutes
- Board Accountability Checklist

**VOTE:** Rebecca Guralnick made a motion to accept the consent items, seconded by Eno Meier. The motion passed unanimously.

### **COMMITTEE WORK, BOARD TASKS**

#### **Engagement Committee**

Becca reviewed upcoming engagement activities and the social media calendar. Saturday was the Buy-a-Slice event, and those who were present considered it a great event, although they felt it would also be beneficial to have a separate event for promoting the election.

#### **Development Committee**

Tay reviewed the results of the Board's D policy survey. There was some discussion about responses to a particular question, and the directors agreed it would be appropriate and beneficial to discuss the issue further in closed session. Cassandra raised the issue of looking at Columinate training for potential Board candidates, and the issue of Columinate membership was revisited.

**VOTE:** Rick Daggett made a motion to add a discussion of the D Policy survey to closed session. This was seconded by Tay Fatke. The motion passed unanimously.

#### **Nominations Committee**

Rick remarked that we are approaching the deadline for candidates to establish ownership in order to run for the Board. He encouraged all directors to refer someone as a candidate.

#### **Ad Hoc Bylaws Committee**

Becca reported that the committee had their first meeting and created a draft charter. She described some of the major goals of the Bylaws review. The committee will meet again in December.

**VOTE:** Becca Guralnick made a motion to accept the Ad Hoc Bylaws Committee charter, and Eno Meier seconded. The motion passed unanimously.

### **DECEMBER MEETING PREP**

- Review of upcoming agenda items for the December meeting.



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### **CEO MONITORING & UPDATES**

#### **B8 – Logistical Support**

Ray Simpkins presented his report with data to support compliance with providing logistical support to the Board. Ray was asked to update and remove references to Dropbox.

**VOTE:** Rick Daggett made a motion to approve the report as compliant, seconded by Becca Guralnick. The motion passed unanimously.

#### **Harassment Prevention Updates**

Ray led a discussion about several potential scenarios and issues regarding harassment and retaliation. Outpost policy was referenced during the discussion, and the directors agreed that they would like to draft a policy that covered the Board. The decision was made to table the discussion and add it to the December meeting agenda. Rick Daggett volunteered to put together a draft based on Outpost's policy and procedures, so they have something to look at in December.

### **BOARD CLOSED SESSION: Begin at 7:34 pm**

- Patronage Rebate
- Authorize Stock 2 Dividend
- D Policy Discussion

### **BOARD CLOSED SESSION: End at 7:50 PM**

**VOTE:** Tay Fatke made a motion to approve the recommendation contained within the November 11, 2025, memo regarding the distribution of a patronage rebate, seconded by Enzo Meier. The vote to approve was unanimous.

**VOTE:** Enzo Meier made a motion to declare a dividend for 2025 to be paid out in cash to the owners of Class 2 stock, no later than December 31, 2025, seconded by Rebecca Guralnick. The motion passed unanimously.

### **MEETING EVALUATION**

#### **ADJOURNMENT**

The meeting adjourned at 8:43 pm

#### **NEXT MEETING**

The Board will vote to approve these minutes at the December 15, 2025, Board meeting. The following Outpost Natural Foods Board meeting is on January 26, 2026, at 6:00 pm.



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Board meetings are held at the Outpost Central Office at 3200 S. 3rd Street, Milwaukee WI 53207, and begin at 6:00 p.m. Owners in good standing are welcome to attend in person without prior approval, although advance notice is appreciated. If an owner wishes to attend virtually, we request notice at least two business days in advance so we can provide you with login information. Your ownership will be checked to make sure it is current, and all owners are considered observers. If you wish to address the Board and be added to the agenda, requests must be made at least 10 days in advance. To request time on the agenda, request to attend virtually, or share your plans to attend in person, please contact the Board secretary at 414-431-3377, ext. 221 or email [board@outpost.coop](mailto:board@outpost.coop). Please be advised that owners will be asked to leave the meeting during any closed sessions that may be held due to discussion of issues of a confidential or sensitive nature.