



Board of Directors Open Session Minutes – December 15, 2025

President Duncan Shrout called the December 15, 2025, meeting of the Outpost Natural Foods Board of Directors to order at 6:02 pm.

Board Members

Caroline Carter – present

Rick Daggett – present

Tay Fatke – present

Ashley Fisher – present

Rebecca Guralnick – present

David Lee – present

Eno Meier – present

Cassandra Papesh – present

Duncan Shrout – present

Management in Attendance

Ray Simpkins, CEO

Doshia Troyer, Director of Finance

Lisa Draeger, Office Manager and Executive Assistant

Owners in Attendance

Jennifer Herr, owner #69796

Kris Schlenker, owner #75521

OUTPOST MISSION, READ BY CASSANDRA PAPESH

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 TAY FATKE

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



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APPROVE AGENDA AND ACCEPT CONSENT ITEMS

Consent Items

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

VOTE: Rebecca Guralnick made a motion to accept the agenda, seconded by Ashley Fisher. The motion passed unanimously.

VOTE: Rick Daggett made a motion to accept the November open and closed minutes, seconded by Eno Meier. The motion passed with 8 in favor and 1 abstention by Ashley Fisher.

COMMITTEE WORK, BOARD TASKS

Engagement Committee

Rebecca reviewed the activities that took place on Owner Appreciation Day and expressed her thanks to David, Cassandra, Caroline and Duncan for their participation. There was also discussion about promoting the election, and she reviewed assignments for the editorial calendar. Overall, there has been great social engagement this year.

Nominations Committee

Rick Daggett reviewed the election timeline. Information about key dates was sent to applicants.

Board Retreat Committee

Duncan Shrout announced that so far, we know that the morning session will be geared toward education and the afternoon more Board related. If anyone has ideas for the agenda, Duncan is looking for two volunteers to join the committee.

JANUARY MEETING PREP

- Review of upcoming agenda items for the January meeting.

CEO UPDATES

Kitchen Build-out

Ray Simpkins reported that we're currently waiting for the city to release some plumbing permits. The "Sledge" event is being held tomorrow – a light media event that will signify groundbreaking.

COLUMNATE ARTICLES

Rebecca Guralnick presented two articles from Columinate, one on fiduciary duties and one on conflict of interest. This led to a discussion about the value of having a membership in Columinate, which would provide ongoing and



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structured engagement and training. The Board agreed to put this topic on the January agenda to give them time for discussion. Eno Meier will provide the Development Committee with a year-to-date budget.

BOARD CLOSED SESSION: Begin at 6:42 pm

- 2024-2025 Audit Review
- CEO Monitoring: B3 Asset Protection

BOARD CLOSED SESSION: End at 7:35 PM

The Board accepted the 2024-2025 Audit Report.

VOTE: Rebecca Guralnick made a motion to approve the B3 Asset Protection report. The motion was seconded by Caroline Carter. The motion passed unanimously.

BOARD CLOSED SESSION: Begin at 7:40 pm

- Development Committee – D Policy Survey Results (cont'd)
- Board Matter Discussion

BOARD CLOSED SESSION: End at 8:22 pm

MEETING EVALUATION

ADJOURNMENT

The meeting adjourned at 8:23 pm

NEXT MEETING

The Board will vote to approve these minutes at the January 26, 2026, Board meeting. The following Outpost Natural Foods Board meeting is on February 16, 2026, at 6:00 pm.

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. 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.