



Board of Directors Open Session Minutes – August 25, 2025

President Duncan Shrout called the August 25, 2025, meeting of the Outpost Natural Foods Board of Directors to order at 6:08 pm.

Board Members

Caroline Carter – present
Rick Daggett – present via video conference
Tay Fatke – present
Ashley Fisher – present
Rebecca Guralnick – absent
Eno Meier – absent
Cassandra Papesch – present
Duncan Shrout – present

Management in Attendance

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

APPROVE AGENDA AND ACCEPT CONSENT ITEMS

Consent Items

- July Minutes – Open and Closed Sessions
- Board Accountability Checklist

More information is needed to approve the open session minutes for July 28, 2025, so this vote is rescheduled for the September 29 Board meeting.

VOTE: Ashley Fisher made a motion to approve the agenda and the closed session minutes of the July 28, 2025, Board meeting. Cassandra Papesch seconded the motion, and the motion was approved unanimously.

(The agenda was later amended by vote to include discussion of a loan commitment from Waterstone Bank for the Central Kitchen expansion project.)

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.*



Board of Directors Open Session Minutes – August 25, 2025

OUTPOST LAND ACKNOWLEDGEMENT, READ BY CASSANDRA PAPESH

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.

COMMITTEE WORK, BOARD TASKS

Engagement Committee

Rick introduced the Marketing Department's editorial planning calendar. Diana Schmidt, director of marketing, is interested in featuring the Board more and having them assist with messaging. In addition to topics that will inform social media, he put a few directors' names together with topics for the Board blog. Duncan requested that directors make sure to respond to notices of engagement opportunities as it is a key role for the Board.

Development Committee

Tay Fatke referred to the draft Committee Charter included in the meeting packet. The Committee added financial, DEI, and cooperative governance training to Board Perpetuation.

VOTE: A motion to approve the Development Committee charter was made by Tay Fatke, seconded by Cassandra Papesh. The motion passed unanimously.

Nominations Committee

Rick Daggett spoke to Mari Wood, Cooperative Relations Manager, to align on key dates for the election timeline, which will be shared at the next meeting. A key item to review is the application packet, which gets released in October and will be an agenda item for next month's meeting.

Ad Hoc Bylaws Committee Formation

Ashley Fisher recommended that we review our Bylaws this year and proposed that an ad hoc committee be formed. The directors will finish work on the formation of the committee via email.

CEO REPORTS

CEO Monitoring: B5 – Customer Treatment

This policy addresses issues regarding responsiveness to customers. It includes having a system in place for soliciting and responding to owner and customer comments; ensuring conditions that allow for a safe shopping trip; being responsive to their feedback to improve operations and provide programs and offers related to their ownership. Rick Daggett questioned the distinction between the first and second operational definitions/interpretations. There was some discussion, but no consensus occurred.



Board of Directors Open Session Minutes – August 25, 2025

VOTE: Ashley Fisher made a motion to accept the report as compliant. Tay Fatke seconded, and the motion passed with 5 in favor and 1 abstention by Rick Daggett.

Immigration & Customs Enforcement Strategies

Ray Simpkins reported that we currently have no policy or strategy in place if there were a raid by ICE. There was discussion regarding the issue. Duncan Shrout offered to share with the Board a memo he received written by attorneys that outlines steps that could be taken to successfully engage with custom enforcement groups. The subject will be revisited at the September meeting.

Update on Employee Survey from May 2025

Rebecca Guralnick had requested information, but as she could not be present at this meeting, Ray said he would follow up with her via email.

CHANGE TO AGENDA

A change to the agenda was proposed to add to Closed Session a discussion of a loan commitment with Waterstone Bank for the Central Kitchen expansion.

VOTE: Tay Fatke made a motion to accept the agenda with the addition of a discussion of a loan commitment with Waterstone Bank, seconded by Ashley Fisher. The motion passed with 5 votes to approve and 1 abstention by Rick Daggett.

SEPTEMBER MEETING PREP

- Review of upcoming agenda items for the September meeting.
- Board Calendar and Board Accountability Checklist – Duncan Shrout asked directors to check these prior to each meeting.
- Board budget finalization.

BOARD CLOSED SESSION: Begin at 7:28 pm

- CEO FYI
- Waterstone Bank Loan Commitment
- Personnel Matter

BOARD CLOSED SESSION: End at 8:30 pm.

VOTE: Ashley Fisher made a motion to approve the loan commitment with Waterstone Bank, which was seconded by Caroline Carter. The vote to approve was passed with 5 votes. 1 abstention by Rick Daggett

MEETING EVALUATION



Board of Directors Open Session Minutes – August 25, 2025

ADJOURNMENT

The meeting adjourned at 8:31 pm

NEXT MEETING

The Board will vote to approve these minutes at the September 29, 2025, Board meeting. The following Outpost Natural Foods Board meeting is on October 27, 2025, 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.