Board of Directors Open Session Minutes – September 29, 2025

President Duncan Shrout called the September 29, 2025, meeting of the Outpost Natural Foods Board of Directors to order at 6:04 pm.

Board Members
Caroline Carter – present
Rick Daggett – excused absence
Tay Fatke – present
Ashley Fisher – present
Rebecca Guralnick – 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

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 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.

APPROVE AGENDA AND ACCEPT CONSENT ITEMS

Consent Items

- July Open Session Minutes
- August Open and Closed Session Minutes
- Board Accountability Checklist

Duncan Shrout requested a motion that the agenda be amended to include a vote on interim treasurer.

VOTE: Rebecca Guralnick made the motion, seconded by Eno Meier. The motion passed unanimously.

Two changes to the July open session minutes were agreed upon: a typographical error, and a clarification to the vote on the B1 Financial monitoring report.

VOTE: A motion was made by Ashley Fisher to approve the July open session minutes with those changes, and it was seconded by Cassandra Papesh. The motion passed unanimously.

VOTE: A motion was made by Rebecca Guralnick to approve the August closed session minutes, seconded by Caroline Carter. The motion passed unanimously.

VOTE: A motion was made by Ashley Fisher to approve the August open session minutes, seconded by Eno Meier. The motion passed unanimously.

COMMITTEE WORK, BOARD TASKS

Nominations Committee

Eno Meier asked for feedback on the nominations application. There will be an update to the language about training. The applications are due to go out in a couple of weeks. The election timeline was also reviewed.

Vote: Rebecca Guralnick made a motion to approve the timeline as presented. Eno Meier seconded. The motion passed unanimously.

Development Committee

Tay Fatke reported that the D Policy surveys will be coming out soon.

Ad Hoc Bylaws Committee Formation

Ashley reported that the formation of the committee is official, and members include herself, Cassandra, Tay, and Becca. Any recommendations they make need to be completed a month before the annual meeting as owners must vote on any Bylaw changes.

Treasurer Position

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VOTE: Cassandra Papesh made a motion to approve the candidacy of Eno Meier as interim Treasurer. Rebecca Guralnick seconded the motion. There were six votes in favor. Eno Meier abstained.

<u>CEO MONITORING</u>

B7 – Communication to the Board
Ray Simpkins reported on his communications with, and reporting to, the Board. This information includes Outpost events and where to access this information.

<u>OCTOBER MEETING PREP</u>

- Review of upcoming agenda items for the October meeting.

<u>BOARD CLOSED SESSION: Begin at 7:23 pm</u>

- CEO Monitoring: B2 Budget and Planning
- Board Vacancy
- Personnel Matter

<u>BOARD CLOSED SESSION: End at 7:59 pm</u>

VOTE: Eno Meier made a motion to accept the B2 report as compliant, which was seconded by Caroline Carter. The vote to approve was unanimous.

VOTE: Ashley Fisher made a motion to approve the $4,224,175.53 capital budget for FY 2026, seconded by Rebecca Guralnick. The motion passed unanimously.

<u>BOARD CLOSED SESSION: Started at 8:03 pm</u>

- Personnel Matter

<u>BOARD CLOSED SESSION: Ended at 7:29 pm</u>

VOTE: Ashley Fisher made a motion to approve the CEO Compensation Plan for fiscal year 2025-2026, seconded by Eno Meier. The motion passed unanimously. Cassandra Papesh was not present during the discussion and vote.

<u>MEETING EVALUATION</u>

<u>ADJOURNMENT</u>
The meeting adjourned at 8:31 pm

NEXT MEETING

The Board will vote to approve these minutes at the October 27, 2025, Board meeting. The following Outpost Natural Foods Board meeting is on November 17, 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.