



Board of Directors Open Session Minutes – February 27, 2023

President Ashley Fisher called the February 27, 2023, meeting of the Outpost Natural Foods Board of Directors to order at 6:04 pm.

Board Members

Banks, Rick – present beginning at 6:25pm
Drews, Melissa – present via video conference
Fisher, Ashley – present
Friedrich, Lori - present
Keefe, Jenny – present via video conference
Meier, Eno – present
Merritt, Barbara – present
Prosek, Michelle – present
Spencer, Doug – present

Management in Attendance

Pam Mehnert, General Manager – present
Lisa Draeger, Office Manager and Executive Assistant - present

OUTPOST LAND ACKNOWLEDGEMENT READ BY MICHELLE PROSEK

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 Ojibwe, Kickapoo, Peoria, Potawatomi, Menominee, Miami, Ho-Chunk, and Sioux. 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

- January Minutes – Open and Closed Sessions

Eno Meier made a motion to approve the agenda and meeting minutes. Barbara Merritt seconded, and the motion passed unanimously.

COMMITTEE WORK, BOARD TASKS

Engagement

Missy updated the Board on the Committee's latest activity. The new name for the Board blog is *Board Beat*. A new post was written by Lori Fredrich to attract owners to the Annual Meeting. Directors were



Board of Directors Open Session Minutes – February 27, 2023

asked to RSVP for the Annual Meeting, and Pam will send a link. Pam prepared Talking Points, and the directors volunteered for the different subject areas to answer questions at the meeting on those topics.

The agenda for the Annual Meeting was reviewed and approved. This is our first in-person meeting in three years, so Pam reviewed the setup, arrangements for the meeting and some of the logistics. She reminded the group that, based on Bylaw requirements, agenda items cannot be added during the meeting.

Nominations

Jenny Keefe confirmed that for the election we have 4 candidates for 4 vacancies. The person with the lowest number of votes will serve the one-year term. The other three positions are for a regular three-year term. Jenny will briefly introduce the candidates at the Annual Meeting.

Development

Ashley asked about interest for filling officer positions. Current chairs described their roles, and directors expressed their potential interest.

GM MONITORING

B4 – Ownership Rights and Responsibilities

This report is all about keeping owners informed of their rights and responsibilities. She passed out the brochures that we use for people who are interested in becoming an owner, as well as the new owner guide, which goes to owners when they join and connects them to what their rights and responsibilities are. Pam reviewed the report, which reported compliance in the areas of implementing an owner equity system, which is controlled by the Board and operated according to policy by management; and implementing a patronage dividend system that complies with the law and when implemented is with Board discretion. Doug Spencer made a motion to accept the report as compliant, seconded by Lori Fredrich. The motion passed unanimously.

BOARD CLOSED SESSION: Begin 6:50 pm

- Ownership R
- B1 Financial Monitoring
- GM Training

BOARD CLOSED SESSION: End at 7:34 pm

Lori made the motion to accept B1 Monitoring Report with acknowledgment of non-compliance with increased frequency of monitoring to financial FYIs. Rick Banks seconded. All in favor. Motion passed.

MARCH 2023 MEETING PREP



Board of Directors Open Session Minutes – February 27, 2023

- Review of upcoming agenda items for the March meeting.

BOARD CLOSED SESSION: Begin 7:36 pm

- GM Applicant Updates
- Meeting Evaluation

BOARD CLOSED SESSION: End 7:58 pm

ADJOURNMENT

The meeting adjourned at 7:58 pm

NEXT MEETING

The next Outpost Natural Foods Board meeting is on March 27 at 6:00 pm. Due to limited capacity in the meeting room, owners wishing to attend the meeting will be required to attend virtually. If you are an owner and you wish to attend, contact the Board two business days ahead of the Board meeting for the virtual meeting login information. For guidelines for owners' participation, or to request time on the agenda (at least 10 days in advance), please contact the Board secretary at 414-431-3377, Ext. 221.