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## Board of Directors Open Session Minutes – March 27, 2023

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President Ashley Fisher called the March 27, 2023, meeting of the Outpost Natural Foods Board of Directors to order at 6:05 pm.

### **Board Members**

Banks, Rick – absent, excused  
Drews, Melissa – present  
Fisher, Ashley – present  
Friedrich, Lori - present  
Keefe, Jenny – present  
Meier, Eno – present via video conference  
Merritt, Barbara – present  
Prosek, Michelle – present at 6:09pm  
Spencer, Doug – absent, excused

### **Management in Attendance**

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

### **OUTPOST LAND ACKNOWLEDGEMENT READ BY JENNY KEEFE**

*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**

- February Minutes – Open and Closed Sessions

Michelle Prosek made a motion to approve the agenda and meeting minutes. Lori Fredrich seconded. The motion passed unanimously.

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

#### **Engagement**

Melissa Drews announced that a blog post encouraging people to vote in the Board election was recently posted. She then went on to provide an overview of Annual Meeting evaluation responses. Essentially,



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about 85% enjoyed the meeting – the food and location were big draws – and about 85% would recommend the meeting to others. Motivation to attend appears to be wanting involvement, seeing the Hunger Task Force building, and a desire for connection. It seemed to be one of the most positive meetings and positive reviews we've received about the Annual Meeting.

### **Retreat Planning Committee**

Members of the committee include Pam, Ashley, and Melissa. Ashley checked in with the directors on three proposed dates to check availability. She reviewed ideas for the draft agenda. LaDonna will facilitate a final project with the group, and much of the meeting will be getting to know one another since this will be the new GM's first retreat with the Board.

### **Development Committee**

Ashley and Eno discussed the results of the C policy surveys that the Board completed last month. Areas of concern include:

*Accountability* – preparedness, attending trainings. There was discussion about the sensitivity of addressing these issues. Board policies used to be reviewed throughout the year, so conversations took place on a more regular basis. Some issues relate back to Board development as opposed to preparedness.

*Training* – there are four trainings a year, which began as Treasurer training; last year this changed to two Treasurer trainings, and two others decided by the Development Committee. It was agreed that trainings should be on topic related specifically to Board work.

*Onboarding* – this is currently accomplished by an orientation session with the president and general manger. In the past we had a buddy/mentoring program that could be considered again.

### **GM MONITORING**

#### **B7 Communication to the Board**

Pam explained that this was a twice a year report including documentation of everything that's happened in last six months in board reports, follow up on compliance of those reports, Board FYIs, and other reporting. It supports the interpretation that, "the GM is responsible for ensuring that the Board has sufficient information to make decisions in the areas of governance where the board is accountable to our ownership." The report is reassurance that all information was communicated in a timely manner. A motion was made by Jenny Keefe to accept the report as compliant, seconded by Melissa Drews. The motion passed unanimously.

### **GM TRAINING: OWNERSHIP RIGHTS AND RESPONSIBILITIES**



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Pam Mehnert led a training session reviewing Articles 1, 2, and 3 of the Bylaws. They discussed who, among the Board, owners or the General Manager, can initiate or approve particular changes to items under those Articles.

### **BOARD CLOSED SESSION: Begin 7:27 pm**

- GM FYI: Financial Update
- Planning Timeline
- Class 2 Hardship Redemption Request

### **BOARD CLOSED SESSION: End at 7:43 pm**

### **APRIL 2023 MEETING PREP**

- Review of upcoming agenda items for the April meeting.

### **BOARD CLOSED SESSION: Begin 7:43 pm**

- Meeting Evaluation

### **BOARD CLOSED SESSION: End 7:57 pm**

### **ADJOURNMENT**

The meeting adjourned at 7:57 pm

### **NEXT MEETING**

The next Outpost Natural Foods Board meeting is on April 24 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,