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## Board of Directors Open Session Minutes – December 12, 2022

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President Ashley Fisher called the December 12, 2022, meeting of the Outpost Natural Foods Board of Directors to order at 6:05 pm.

### **Board Members**

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

### **Management in Attendance**

Pam Mehnert, General Manager  
Doshia Troyer, Finance Manager  
Lisa Draeger, Office Manager and Executive Assistant

### **Owners in Attendance**

Taylor Fatke, owner #73157 – present via video conference

### **Others in Attendance**

Bruce Mayer, Wegner CPAs

### **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**

- November Minutes – Open and Closed Sessions
- Board Accountability Checklist
- GM FYI



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A motion was made by Lori Fredrich, seconded by Michelle Prosek, to approve the agenda and consent items. The motion passed unanimously.

### **BOARD CLOSED SESSION: Begin 6:20 pm**

- Treasurer's Report: FY22 Audit

### **BOARD CLOSED SESSION: End at 6:45 pm**

### **COMMITTEE WORK**

#### **Engagement Committee**

Melissa Drews provided an update on the Annual Meeting, which will take place from 1:00 to 4:30 pm on Sunday, March 5, 2023. It will be held at the new home of the Hunger Task Force. The Committee is looking at engagement strategies and ways for directors to talk to owners. Due to the strong partnership Outpost has with the Hunger Task Force, we believe there will be a lot of interest in tours of the new building, so we will work out how to do those tours rather than engage a speaker for the event. The directors have begun to look at what questions we might expect from owners, and they will review those in more detail at the next committee meeting. They will also be reviewing the evaluation form.

#### **Nominations Committee**

Jenny Keefe reported that there are four directors whose terms will be expiring in 2023: Michelle Prosek, Ashley Fisher, Doug Spencer and Lori Fredrich. Three of the open director positions are 3-year terms while one open director position is a one-year term. We currently have five applications. Applications are due on January 2.

### **BOARD CLOSED SESSION: Begin 7:04 pm**

#### **GM MONITORING**

- B3 Asset Protection
- Board Financial FYI

#### **FUTURE PLANNING**

- Planning Timeline
- Other Personnel Matters

### **BOARD CLOSED SESSION: End at 7:37 pm**

Doug Spencer made a motion to approve the B3 monitoring report Barbara Merritt seconded the motion. All approved. B3 monitoring report approved unanimously.



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**JANUARY 2023 MEETING PREP**

- Review of upcoming agenda items for the January meeting.
- The B1 report will be moved to the February 2023 meeting instead of the January meeting.

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

- Meeting Evaluation

**BOARD CLOSED SESSION: End 8:03 pm**

**ADJOURNMENT**

The meeting adjourned at 8:03 pm.

**NEXT MEETING**

The next Outpost Natural Foods Board meeting is on January 23 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.