

**Ozark Natural Foods
Board Meeting Minutes
August 23rd, 2011**

Board Members Present: Linda Ralston, Tuesday Eastlack, Sue Graham,
Colleen Pancake, Kathryn Scherer, Jim Roughton

Board Members Absent: Garrett Brown

Staff Members Present: Alysen Land, Gary Cook, Jerry Huddleston

Owner(s) present: Nancy Starr, Theresa Wolf, Judy Paynesmith

Owner Comments: Judy is with Lean Green Cuisine and had questions concerning her business and not being able to purchase business supplies on her owner's card. Alysen explained that being a resale business, the sales tax is waived and thus cannot be combined with the owner benefits/discounts, etc. Alysen also explained the bi-laws do not allow for a business to be an owner Judy asked Alysen to brainstorm with management for possible solutions for businesses buying supplies at ONF.

Teresa raised a concern about the plastic containers not being accepted at the recycling center. Alysen announced that ONF will start recycling 1-7 plastics beginning in October.

Consent Agenda:

July Minutes

Colleen stated she appreciated the details however the minutes do not need to be verbatim. Colleen noted that the minutes need to be corrected on why Alysen wanted the vote that night, to include that it was required for Capital Budget planning. Also, the Executive Session minutes need to be correctly formatted. The board voted unanimously to approve July's minutes after the two above corrections.

New Business

Parliamentary Procedures: The board discussed basic meeting procedures. Jim suggested each board member read Roberts Rules of Order, or at least the abridged version. Tuesday stated she prefers friendly conversation versus debating and the "Us vs Them" mentality. Tuesday would like to see the board and staff come together as a team. Kathryn suggested brainstorming prior to calling the vote and Linda asked about the 2 minute rule. Part of this discussion was whether or not the Chair can vote on all issues and what other Board Chairs do. Colleen moved to allow the Chair to vote on all issues. Kathryn seconded the motion. The motion carried unanimously.

GM Report B8 Membership: The board reviewed Alysen's report. Colleen moved that

the Board accept B8 as submitted. Sue seconded motion, motion carried unanimously.

Policy Committee: The committee reviewed the calendar and determined it was time to monitor the GM's performance for evaluation purposes. The committee is also researching a tool to assist with this. The Board set an Executive Session to review Alysén's performance for Tues. August 30th at 6:00pm

Financial Reports Request: there was a request for the last 3 years financial reports from Amy Grueber who has been a owner for the last six months. After discussion of policies regarding financial information disclosure, Colleen volunteered to draft the Board's response, to be guided by policy, including the 15 day response time, and further editing it based on feedback from the board members.

Linkage Committee: The linkage committee brainstormed ideas about hosting something in October. They also proposed for the committee to become permanent and for quorum to be 3 linkage members with at least 1 board member and one staff member present (closed to owners). Linda moved to designate the Linkage COmmittee as a permanent standing committee, the quorum to be 3 committee members (1 board 1 staff) and the meetings will remained closed sessions. Jim seconded the motion. Tuesday moved to table this issue until the next meeting with a second from Colleen. The motion to table carried unanimously. Colleen was interested in producing a video for the website. The board discussed the video and how it would be used as a tool for owners. Colleen moved to accept the proposal to produce a video that will work as a tool for the website. Kathryn seconded the motion, motion carried unanimously.

Policy Review of C4: The policy committee discussed replacing board job descriptions with Board Deliverables. They will also review governing style at the next meeting. The committee suggested visiting other co-ops for training and possibly doing a round-robin board review after each meeting.

Board Counsel Discussion: The board discussed who board members can consult when they have legal questions. The board discussed whether or not the Board and staff should have the same legal counsel. Colleen suggested the board use the same attorney as the store. Jim moved to look at the same firm to represent the board, as well as other firms to represent the board. Linda seconded motion, motion carried unanimously.

San Diego Insight: Will be shared at the retreat

Meeting adjourned at 9:05 p.m.