

**OPEN HARVEST CO-OP GROCERY**  
2014 Annual Owner Meeting  
Business Meeting Minutes  
Sunday, November 2, 2014 | 2:00 PM  
*Ploughshare Brewing Co. 1630 P Street*  
*(Approved Dec. 2, 2014)*

- 2:00 pm Board Chair, Carla McCullough – Welcome, thanks to Annual Meeting Committee (Brande', Kelsi, Nick, Amy, Kat, Sarah B, BJ). There were a total of 60 Member Owners numbers registered at the door for the meeting, officially meeting the quorum requirement of 50 Member Owners minimum. Introduce GM, Kelsi Swanson.
- 2:05 pm GM. Opening remarks, then debut of the Open Harvest Brand Video – created by Torchwerks. Followed by 2013/2014 GM Report.
- 2:20 pm Board Chair: 2013/2014 Board Report
- 2:30 pm Board Chair: Articles of Incorporation and Bylaws proposal discussion.
- 2:40 pm Q & A Session:

Member Owner: There has been talk of downsizing the board in the past, why isn't the board smaller? Is a one year term long enough for a Board Chair to learn and become comfortable with the position?

Board Chair response: Our strategy is not necessarily that it would be limited to just one year. They would still have to be elected every year. I have identified potential officers for next year and met with them to discuss how we can train the Vice Chair to prepare them to be Board Chair in the future.

Member Owner: What is the typical size of a grocery co-op board? How many people does each Board Member represent? 3000 Member Owners, 15 Board Members.

Board Chair Response: Our board is one of the biggest for co-ops like us, we are looking at reducing it in the future. I know there are some with as few as 5 but in talking to other co-ops around the country, a common Board size is between 9 – 11 Board Members. We've discussed the pros and cons of reducing our size, especially looking into optimum group size and efficiencies in the work that needs to be done.

Member Owner: Was the co-op's address on the commercial?

GM Response: What we showed you was actually a brand video – which we will cut 30 second commercial spots from. Adding the address to the commercial spots is a good idea.

Member Owner: How many minimum wage employees do we have?

GM Response: I don't know the exact number off the top of my head. We currently start people at minimum wage. Within first 6 months, they have potential to earn more. In anticipation of the Minimum Wage Increase initiative being voted through on Tuesday (she will vote for it herself), we have already started to prepare for the minimum wage change over the next few years.

Board Chair: Any questions about Articles of Incorporation?

Member Owner: What are the pros of the full share system?

Board Chair: With the annual fee scenario, we give people the opportunity to NOT join every year. One advantage of the full share system is that when looking at other successful co-ops around the country, it seems to build better loyalty amongst Owners, ultimately making them a better shopper and advocate for the Co-op in the community.

- 2:55 pm Board Chair, called for a show of ballot card for those in favor of the proposed Articles of Incorporation changes. Greg Payne and Keith Dubas were the Member Owner volunteers who counted the ballot cards. They counted independently and then compared numbers. The Articles of Incorporation passed with a vote of 54 votes, exceeding the 2/3<sup>rd</sup> majority required for amending Articles of Incorporation.
- 3:00 pm Board Chair asked for any final questions about the proposed Bylaws changes prior to the vote. No further questions were asked.
- 3:05 pm Board Chair, called for a show of ballot card for those in favor of the proposed Bylaws changes. The same volunteers counted votes again. The Bylaws passed with a vote of 54 votes, exceeding the majority vote required for amending Bylaws.
- 3:10 pm Board Chair: Closing remarks, adjourn business meeting.