

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, August 3, 2022
Zoom Online Meeting**

Present:	<p>Board Directors: Carla McCullough (Chair), Anna Hernoud (Vice Chair), Shah Uddin (Secretary), Amanda McKay, Keith Dubas, Chris Morton Staff Members: Amy Tabor (General Manager), Margot Conrad (Interim GM) Absent: Jarvis Green Guests/Member-Owners: None</p>
6:05 pm	<p>Welcome, reading of our land acknowledgement, and review action items: Board Chair called the meeting to order. Board Member welcomed Directors, Staff, to the Board Meeting, and read Land Acknowledgement.</p>
6:06 pm	<p>Guest-Owner Reserved Comment Time: N/A - No Guest Member-Owners present.</p>
6:07 pm	<p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. July Minutes + July Executive Session Minutes 2. September Agenda <p>The Board Chair asked for approval of the July minutes, and September agenda. The Board unanimously approved: NO CONCERNS.</p>
6:15 pm	<p>GM Report Reports:</p> <ol style="list-style-type: none"> 1. L1 Financial Condition – 4Q GM reported non-compliance L1.1 & L1.5 L1.1: Effect of relocation project costs differing from budgeted, impact of labor shortage for full-service deli, effects of supply chain price increases on margin; “Summer Slump” across all NCG co-ops L1.5: 30% growth for new owners in December; Major reduction in abandoned equity. GM fielded questions from Board regarding L1.1 & L1.5. Board Chair opened discussion/questions for non-compliance. The Board unanimously approved non-compliance plan: NO CONCERNS. 2. NCG Participation Report Q&A

	<p>Highlights include:</p> <ul style="list-style-type: none"> -Added second distribution KeHe -Direct Mail Campaign – Fully funded by NCG -Some programs we have better local alternatives (ERP) -UNFI Contract -Conferences <p>3. Board Financial Dashboard “Summer Slump” Sales growth in May; Down in June Owner Appreciation Week; Bulk Sale – Did not see traction Slight dip in customer count; basket size steady Built cash from idle loan and preferred shares Net Income/EBIDTA down from budgeted due to project expenses</p> <p>GM opened questions. No questions.</p> <p>4. Monthly Ownership Report No GM comments. Owner drive in May, abandoned equity reflected in July.</p> <p>5. Compliance, Promotions, & Store Goals Strategic plan format updated. GM opened questions. No Questions.</p> <p>CONSENSUS:</p> <ul style="list-style-type: none"> ● Preliminary Lease Approval ● Approval of Senior Debt Financing
<p>6:40 pm</p>	<p>August Relocation Update.</p> <p>GM opened for questions. Consensus items to be discussed in Executive Session.</p> <p style="text-align: center;">CONSENSUS ITEMS (Executive Session)</p> <ul style="list-style-type: none"> ● Preliminary Lease Approval ● Approval of Senior Debt Financing <p>In the preliminary development stage, next steps are finishing fixture plan, applying for senior debt, and receiving updated pro forma, which will inform further action. Plan made with John Guerra and Jeanie Wells.</p>
<p>7:00 pm</p>	<p>Executive Session. Preliminary Draft Lease Agreement + Preliminary Senior Debt</p>

	<p>Financing Proposals</p> <p>The Board unanimously approved both consensus items: No Concerns.</p>
<p>7:30 pm</p>	<p>Committee Reports: Committee reports were available prior to the meeting.</p> <p>Board Ops Committee: Focusing on retreat goals. Discussed Capital Campaign.</p> <p>DEI Committee: No report; Did not meet. Recommended reading: “Do the Work” Activity book to continue book club and work on anti-racism.</p> <p>Owner Investment Campaign Committee: Moving into Phase 2; targeting major donors. Brainstorming on how to reach the corridor: Assurity, ALLO, Nelnet, Community Health Endowment, Union Bank, Certified Piedmontese, Sandhills Global. Booklet specific for donors; Goal of \$1m from large donors. Board help to create list of “connectors”. On-going weekly meetings that Board is welcome to attend.</p> <p>Board Election Committee: Reaching out to prospective Board members. Owner status and contact information to be confirmed by Marketing. One board position will need to be filled (non-elected vacancy).</p> <p>Annual Meeting Committee: Review committee charter. The Board unanimously approved both consensus items: No Concerns.</p>
<p>8:00 pm</p>	<p>Board Vice Chair adjourned meeting.</p>