

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, December 7th, 2022
Zoom Online Meeting**

Present:	<p>Board Directors: Carla McCullough (Chair), Anna Hernoud (Vice Chair), Shah Uddin (Secretary), Amanda McKay, Kay Walter, Sara Brubacher Staff Members: Amy Tabor (GM), Jonathan Sands Absent: Chris Morton (Unexcused), Jarvis Green (Excused) Guests/Member-Owners: Keith Dubas, Lin Quenzer</p>
6:08 pm	<p>Welcome, reading of our land acknowledgement, and review action items: Board Chair called the meeting to order, welcomed Directors, and Staff, and read Land Acknowledgement.</p>
6:09 pm	<p>Guest-Owner Reserved Comments: None.</p>
6:10 pm	<p>CONSENSUS ITEM: Installation of Newly Elected Officers</p> <p>Board Chair asked for acceptance of installation of Newly Elected Officers: Shah Uddin and Sara Brubacher. The Board unanimously approved: NO CONCERNS.</p>
6:15 pm	<p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. November Minutes 2. November Executive Session Minutes 3. December Agenda <p>The Board Chair asked for approval of the November Minutes, November Executive Session Minutes, and December agenda. The Board unanimously approved them all: NO CONCERNS.</p>
6:20 pm	<p>CONSENSUS ITEM: General Manager Reports. GM presented the Board Financial Dashboard, Monthly Ownership Report, Compliance, Promotions & Store Goals, E-Global Ends Policy (CONSENSUS ITEM), and Relocation Update.</p> <p>GM shared highlights that included October financial performance, 2023 Wage Scale, and answered Board Questions.</p> <p>The Board Chair asked for acceptance of the E-Global Ends Policy. The Board unanimously accepted the E-Global Ends Policy: NO CONCERNS.</p>

	<p>In the Relocation Update, the GM shared that the terms of the Relocation Project’s senior financing through Shared Capital / LEAF was approved by the Shared Capital Loan Committee on December 6th. We are awaiting the final commitment letter and expect it by the end of the week. Upon receipt of this letter, the conditions of the November Board decision to approve the Shared Capital loan will be satisfied, and the contingencies on the lease shall be removed.</p>
<p>7:00 pm</p>	<p>Board Officer Elections - CONSENSUS.</p> <p>SECRETARY: Board Chair nominated Amanda McKay as Secretary. Amanda McKay accepted the nomination. No other nominations. The Board Chair asked for acceptance of Amanda McKay as Secretary. The Board unanimously accepted the position of Secretary: NO CONCERNS.</p> <p>VICE CHAIR: Board Chair nominated Anna Hernoud as Vice Chair. Anna Hernoud accepted the nomination. No other nominations. The Board Chair asked for acceptance of Anna Hernoud as Vice Chair. The Board unanimously accepted the position of Vice Chair: NO CONCERNS.</p> <p>CHAIR: Shah Uddin nominated Carla McCullough as Board Chair. Carla McCullough accepted the nomination. No other nominations. Board asked for acceptance of Carla McCullough as Board Chair. The Board unanimously accepted the position of Board Chair: NO CONCERNS.</p>
<p>7:05 pm</p>	<p>Committee Reports.</p> <p>Board Ops Committee: Committee finalized the agenda and discussed current topics, including introducing a new Board Consultant to replace the existing consultant (retirement). Board Retreat planning is ongoing, tentatively scheduled for March 4th.</p> <p>DEI Committee: Committee discussed anti-racist after-hours club and the on-going workbook “Do the Work”. In collaboration with The Indian Center, the Land Acknowledgement has been updated.</p> <p>Owner Investment Campaign Committee: Board Chair & Committee Chair proposed to change the name of the committee to “Capital Campaign Committee” to better reflect the diverse nature of fund originations (donations, investments, sponsorships). The final \$25k investment match will launch on Thursday, December</p>

	<p>8th. Connectors group is focused on large donations via business sponsorships, foundations and individuals; Meetings scheduled with several large businesses and a list of prospective donors has been generated and assigned to committee members.</p> <p>Annual Board Election Committee: Committee has been disbanded until next election season. Closing comments: Increase efforts to attract a full slate of candidates.</p> <p>Annual Meeting Committee: Committee has been disbanded until Fall 2023. Closing Comments: 106 RSVPs; 88 attendees. \$2,558 cost (budgeted \$3,500).</p> <p>Finance Committee: Committee discussed wage scale changes, and the Capital Campaign. Committee meets quarterly and is open for additional participants.</p>
7:47 pm	<p>Board Retreat Planning. March 4th, 2023</p> <p>Meeting tentatively scheduled for March 4th, 2023. Board discussed potluck in January to start additional Board social engagement opportunities.</p>
7:14 pm	<p>Feedback. Closing Discussion. Board reflection assignment will be sent via email.</p>
7:15 pm	<p>Board Chair adjourned meeting.</p>