

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, February 2, 2022
Remote meeting via Zoom**

Present:	<p>Board Directors: Wally Graeber (Board Chair), Carla McCullough (Vice Chair), Anna Hernoud (Secretary), Shah Uddin, Keith Dubas, Jarvis Green, Juanita Rice and Amanda McKay Absent: Chris Morton Staff Members: Amy Tabor (General Manager) and Elizabeth Norris (Food Service Dept. Manager). Guests/Member-Owners: None attended</p>
6:00 pm	<p>Welcome, reading of our land acknowledgement, and review action items: The Board Chair called the meeting to order and welcomed Directors, Staff, and guests to the Board Meeting. Read land acknowledgement.</p>
6:02 pm	<p>Guest-Member Owner Comments: No Guest Member-Owners present.</p>
6:03 pm	<p>Tribute to Thich Nhat Hanh: Juanita Rice spoke a brief tribute to honor the passing of Thich Nhat Hanh that occurred on January 22nd: <i>“There is a revolution that needs to happen, and it starts inside each one of us. We need to wake up and fall in love with the Earth. Our personal and collective happiness and survival depends on it”.</i></p>
6:05 pm	<p>60 Second Opener: In advance of the meeting, the Board Chair called for a 2-word check-in from the Board. Time was allotted for comments and brief discussion.</p>
6:07 pm	<p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. Sign on to Capital for Cooperatives Act 1/14/22 (Over E-mail): 2. January Minutes 3. February Agenda <p>The Board Chair reaffirmed that over email the Board agreed to sign on to the Capital Cooperatives Act and opened discussion on consensus items including e-mail decision, tonight’s agenda, and last month’s meeting notes.</p> <p>Board members discussed the January Meeting minutes and February Agenda. A board member shared concerns on lack of meeting detail in the minutes. The Board discussed the balance required to keep accurate record of meeting content, board decisions, and confidentiality.</p>

Commented [CMI]: Guest-member Owner Comments is on the agenda right in the beginning after land acknowledgement before we go into approval of agenda & minutes.

	<p>The Board Chair asked for approval of the February agenda and January minutes. The board approved: NO CONCERNS. Agenda and Minutes were approved.</p>
6:16 pm	<p>GM Report: The GM shared several highlights including:</p> <ol style="list-style-type: none"> 1) Working on transitioning from current format to a new format, providing better insight into trends - Ready for next board meeting. 2) In Q3, the leadership team is focused on giving formal feedback to staff members through annual evaluations. January wrapped up admins, all managers, and front-end; February is center store clerks and produce team; March is focused on food service. 3) Annual Staff Survey scheduled for end of February; Results in early March. Monitoring report of staff treatment and compensation, reported to the Board in April. 4) Launched Annual Customer Survey; Full results to be shared at next month's Board meeting. <p>GM opened up questions.</p> <p>Board Members asked questions about use of customer survey results. GM affirmed that the results are mainly used in-house, but that full access will be provided with the Board.</p> <p>The GM moved on to the L1 – 2Q Financial Condition & Activities monitoring report: Asserted <u>fully compliant L1</u>.</p> <p>GM provided highlights on the success of financial conditions and ownership metrics achieved in 2Q. Board Members asked general questions about abandoned equity and impact on finances. Board & Food Service Manager congratulated GM on asserting full L1 compliance.</p>
6:41 pm	<p>CONSENSUS ITEM: L1 – Financial Conditions & Activities Report Board Chair asked for approval of the L1 – Financial Conditions and Activities report. The board approved: NO CONCERNS. L1 was approved.</p>

Commented [AT2]: Changed to match format and sentence structure of previous consensus item.

6:42 pm	<p>CONSENSUS ITEM: Equity Redemption Request Board Chair opened discussion for approval of equity redemption request by a member owner. Board discussed equity redemption and abandoned equity.</p> <p>Board Chair asked for approval of member equity redemption request. The board approved: NO CONCERNS. Equity redemption was approved.</p>
6:50 pm	<p>Executive Session.</p> <p>Board Chair: Invited by HFFI to apply by March 22 for final phase of the \$200,000 grant.</p>
7:00 pm	<p>Break.</p>
7:12 pm	<p>Strategic Conversation: 2021 NCG Trends Report Board members worked in pairs and were assigned different sections of the 2021 Trends Report. Board members shared summary insights and discussed each section.</p>
7:23 pm	<p>Committee Reports: Committee reports were available prior to the meeting.</p> <p>Board Ops Committee: The Committee met with Marilyn via Zoom on 1/18/22. Talked about Mid-April to Early-May would be the time Marilyn would come for in-person board retreat. The board chair is open to in-person monthly board meetings going forward with possible testing & masked requirements (and other possible requirements based on group consensus). Consumer Cooperative Management Association (CCMA) meeting coming up this summer, June 9-11 in Sioux Falls, SD. Travel scholarships are available. GM evaluated board budget to determine accommodation for this event. There is \$2,400 remaining in the board budget for continuing education and travel. Several Board Members expressed interest in attendance.</p> <p>DEI Committee: Committee Chair summarized the committee meeting on January 19th. Attendees talked with authors over <i>"You'll never believe what happened to Lacey"</i>. Subject matter included, not limited to, Micro/Macro-Aggressions and why they are harmful. This month, on February 16th: Hosting Abbi Swatsworth from OutNebraska to do training on how to be a better ally for LGBTQ+. 7-8 PM. Ask for</p>

Commented [AT3]: I'm not sure patronage refunds were discussed?

Commented [CM4]: We have separate minutes for Executive session. In the regular meeting minutes we simply say that the board went into executive session (and what the general subject matter was).

Commented [CM5]: Move to separate minutes, to be approved separately at the March meeting. The exec session minutes are not to be made publicly available (ie. Don't post on website, etc.)

	<p>the group: “Join for this event, and to invite 3+ people.” The event is open to public and member-owners and free for all to attend.</p> <p>Owner Investment Campaign Committee: Committee Chair summarized the committee report. Planning for Caller Training Session on February 19th. Invitation was sent to a short list of former board members and other folks who have expressed interest in volunteering. Volunteer opportunity has been opened to staff and member-owners. Ask for the group: Consider other member-owners who would be a good volunteer fit and invite them to the February 19th training. GM continues work to hire Campaign Coordinator. Tracking system and legal work remain in progress.</p> <p>Policy Committee Review: Proposed amendment to the Ends Statement. Adding “anti-racist” verbiage: “Upholds anti-racist inclusive, socially responsible practices”. Board Chair opened discussion. Following discussion, Board Chair asked for concerns. Consensus not reached; Further review will follow at subsequent committee meeting. Discussion to be continued in March meeting.</p>
7:50 pm	<p>Re-Review & Confirm Committee Charters.</p> <p>Board Chair: Each Board Member is required to be on a committee. Presented spreadsheet for sign-up. Two Board members will work on reforming a Finance Committee and present at the March meeting. Discussion followed on “Board Wisdom”; challenge in processing data before the board meeting based on timing of data gathering.</p>
7:58 pm	<p>Appoint Director to Write Monthly Board Reflection: No volunteer needed for February Board Reflection. Board Chair’s January/February reflection is comprehensive. Anti-Bias training mandatory for new Board + Staff Member’s onboarding process. OIC Call Training on February 19th with Ben Sandel will be recorded. “Get To Know Our Community” flyer and information has been posted and distributed. Continue encouraging member-owners to complete 2022 Customer Survey.</p>
8:02 pm	<p>Board Chair adjourned meeting.</p>