

**Open Harvest Cooperative  
Board of Directors Meeting Minutes  
Wednesday, February 1st, 2023  
Zoom Online Meeting**

<b>Present:</b>	<p><b>Board Directors:</b> Carla McCullough (Chair), Anna Hernoud (Vice Chair), Shah Uddin, Kay Walter, Jarvis Green, Sara Brubacher  <b>Staff Members:</b> Amy Tabor (GM)  <b>Absent:</b> Amanda McKay  <b>Guests/Member-Owners:</b> None</p>
<b>6:07 pm</b>	<p><b>Welcome, reading of our land acknowledgement:</b> The Board Chair called the meeting to order, welcomed Directors, and Staff. A Director read the new Land Acknowledgement.</p>
<b>6:08 pm</b>	<p><b>Guest-Owner Reserved Comments:</b> None.</p>
<b>6:12 pm</b>	<p><b>CONSENSUS ITEMS:</b></p> <ol style="list-style-type: none"> <li>1. January Minutes</li> <li>2. February Agenda</li> <li>3. Keith Dubas Appointment</li> </ol> <p><b>The Chair asked for approval of the January Minutes and February agenda. The Board unanimously approved them all with no concerns.</b></p> <p><b>The Chair asked for approval to appoint Keith Dubas for the open 2022-2025 board term. The Board discussed and unanimously approved with no concerns.</b></p>
<b>6:20 pm</b>	<p><b>General Manager Reports.</b> GM presented the:</p> <ol style="list-style-type: none"> <li>1. Board Financial Dashboard</li> <li>2. Monthly Ownership Report</li> <li>3. Compliance, Promotions &amp; Store Goals</li> <li>4. Relocation Update</li> </ol> <p><b>CONSENSUS ITEMS:</b></p> <ol style="list-style-type: none"> <li>1. L3 - Asset Protection</li> <li>2. L5 - Engagement of Member Owners &amp; Customers</li> </ol> <p>GM shared highlights that included December financial performance, new administrative hires, the new POS project, and highlights within the L3 and L5 monitoring reports. In the Relocation Update, the GM shared that the senior financing with Shared Capital / LEAF closed in January, the final equipment list was</p>

	<p>confirmed, quotes are being gathered for exterior signage and IT systems, and the plans for the new store were submitted to the Landlord for review. The GM also provided December project expenses and next steps in the final development stage. The Board discussed reports and asked questions.</p> <p><b>The Chair asked for acceptance of the GM reports and approval of the L3 - Asset Protection and L-5 - Engagement of Member Owners &amp; Customers monitoring reports. The Board unanimously accepted the GM reports and approved the L3 &amp; L5 Reports with no reports.</b></p>
<p><b>7:15 pm</b></p>	<p><b>NCG 2022 Trends Report</b></p> <p>The Chair led a discussion on the 2022 NCG Trends Report. Directors shared comments and highlights related to national competitors, customer shopping trends, demographics, and different omnichannels. Directors were encouraged to review the 2nd half of the report and continue the discussion at the March Board Meeting.</p>
<p><b>7:36 pm</b></p>	<p><b>Committee Reports.</b></p> <p><b>Board Ops Committee:</b> The Committee met with board consultant Leslie Watson. The Committee finalized the February agenda, discussed board attendance policy, and new Board Assistant tasks. The Chair and GM reviewed the Board Assistant and Board Ops Member responsibilities. The Board was presented with proposed board retreat agenda topics and retreat planning is ongoing.</p> <p><b>DEI Committee:</b> The Committee is working through an anti-racist activity workbook, discussed ways to celebrate Black History month, and how the store visually supports all in the community. Meetings have been rescheduled from 3rd Wednesday to 3rd Saturdays of the month, in-person at The Mill in the Telegraph District.</p> <p><b>Owner Investment Campaign Committee:</b> The Committee highlighted fundraising progress in January, including total funds raised, overview of Phase 3 plans, and meetings with potential sponsors. Connectors group is focused on large donations via business sponsorships, foundations and individuals. The GM hired and is in the process of training the new Campaign Coordinator. The Committee is requesting all Board Members to be actively involved in this final campaign phase.</p>

<b>7:50 pm</b>	<b>Board Retreat Planning.</b> The Annual Board Retreat is planned for March 4th. The Board was presented with and discussed proposed agenda topics and location.
<b>7:54 pm</b>	<b>Feedback.</b> Closing discussion, including reminder about upcoming meetings, events, book recommendations.
<b>8:00 pm</b>	<b>Board Chair adjourned meeting.</b>