

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, January 5, 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 Chris Morton.</p> <p>Absent: Amanda McKay</p> <p>Staff Members: Amy Tabor (General Manager), Sam Capps (Board Admin Assistant) and Elizabeth Norris (Food Service Dept. Manager).</p> <p>Guests/Member-Owners: None attended</p>
6:00	<p>Welcome and reading of our land acknowledgement: The Board Chair called the meeting to order and welcomed Directors and Staff to the Board Meeting and read land acknowledgement.</p>
6:05 pm	<p>60 Second Opener: “What are relocation topics for the Feb 2022 Retreat you would like to discuss as a board with Marilyn?” The Board provided their responses prior to the meeting.</p>
6:10 pm	<p>Guest-Member Owner Comments: No member owners attended the meeting.</p>
6:15 pm	<p>CONSENSUS ITEMS – Over E-mail:</p> <ol style="list-style-type: none"> 1. Appoint Board Member 12/8/21: Board chair asked for any concerns on installing newly appointed board member, Chris Morton, to fill a vacant board seat for 2 years. 2. Approved Economic Injury Disaster Loan application 12/31/21 <p>Consensus Items: The Board holds no concerns and approved a new Board member, Chris Morton and Economic Injury Disaster Loan application via e-mail.</p>
6:16 pm	<p>CONSENSUS ITEMS - January Agenda and December Minutes: The Board Chair requested approval of the January agenda and December meeting minutes.</p> <p>Board chair asked for any concerns on approving agenda or meeting minutes. No concerns given.</p> <p>Consensus Items: The Board holds no concerns and consensus reached on approving the January agenda and December meeting minutes.</p>
6:25 pm	<p>General Managers Report: Reports were available to the board prior to the meeting.</p>

	<p>Monthly GM Report, Global Ends Report, and Equity Requests: November was a strong month financially. Store almost met net sales goals, and surpassed goals for sales, labor and net income. Ownership numbers are holding steady. The store continued reaching double digit growth in the 4th quarter and fiscal year.</p> <p>Key Indicators Spreadsheet: GM answered questions submitted via email regarding equity and various report graphs (Cash on hand, Co-op Ownership, Active Owners and Owners in Good Standing).</p> <p>Promotion, Policy Compliance & Store Goals: Progress on GM compliance will be reported in store goals going forward.</p> <p>Monitor L9 Report: GM did annual review of the Emergency GM Succession Plan that is in place in the event the GM is unable to perform job duties due to an emergency. Plan updated to include department managers that started in the past year.</p>
6:42 pm	<p>Executive Session: Board went into executive session to discuss the Pro-Forma Memo and get an update on relocation from GM.</p>
7:37 pm	<p>Break</p>
7:42 pm	<p>Committee Reports: Committee reports were available prior to the meeting.</p> <p>Board Ops Committee: Discussed logistics and timing for Board retreat. Looking at January 27th to do anti-bias training with Inclusive Communities, Open Harvest staff and Board members.</p> <p>DEI Committee: Currently promoting book discussion. There will be a conversation with Appleseed and the authors of <i>You Won't Believe What Happened to Lacy</i> on January 19th. In addition, the committee is finalizing details for the February event.</p> <p>Owner Investment Campaign Committee – Committee met on Dec. 14th. Discussed the details of the Capital Campaign launch. Working on hiring a coordinator and developing campaign materials. The committee is also reaching out to other community organizations.</p>

	Policy Committee Review: Board worked on updates to policies offline and discussed the timing of any upcoming consensus items to be addressed at the February meeting.
8:20 pm	<p>Strategic Conversation (Setting Annual Board Priorities): Discussion of review of last year's retreat report and 2021 self-evaluation.</p> <p>Review Committee Charters – Archive of all Charters, New Charters Template, Spreadsheet Signup: Board discussed how charters guide actions and are set and renewed by committee members to use in board meetings. Discussed February deadline for board members to meet requirement to sign up for and participate in at least one committee. Committee chairs receive an additional stipend.</p>
8:27 pm	Review Action Items and add your One Minute Meeting Reflections: Board reviewed action items and provided meeting reflections offline.
8:28 pm	Appoint Director to Write Monthly Board Reflection: Board chair, Wally Graeber volunteered to write the monthly Board reflection.
8:29 pm	Adjourn

[These notes are taken following the guidelines from Columinate's recommendations for "Minute Taking Essentials".](#)