

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, January 4th, 2023
Zoom Online Meeting**

Present:	<p>Board Directors: Carla McCullough (Chair), Anna Hernoud (Vice Chair), Shah Uddin, Amanda McKay (Secretary), Kay Walter, Sara Brubacher, Jarvis Green Staff Members: Amy Tabor (GM), Elizabeth Norris (Food Service Manager) Absent: None Guests/Member-Owners: None</p>
6:08 pm	<p>Welcome, reading of our land acknowledgement, and review action items: The Vice Chair called the meeting to order, welcomed Directors, and Staff, and read the new Land Acknowledgement.</p>
6:09 pm	<p>Guest-Owner Reserved Comments: None.</p>
6:10 pm	<p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. December Minutes 2. January Agenda 3. Chris Morton Resignation <p>The Vice Chair asked for approval of the December Minutes, January agenda, and Chris Morton’s resignation. 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, L4 - Owner Rights & Responsibilities, L9 - Emergency General Manager Succession (CONSENSUS ITEMS), and Relocation Update.</p> <p>GM shared highlights that included November financial performance, 2023 Compensation Plan, and answered Board Questions.</p> <p>The Vice Chair asked for acceptance of the L4 - Owner Rights & Responsibilities and L-9 - Emergency General Manager Succession. The Board unanimously accepted L4 & L9 Reports: NO CONCERNS.</p> <p>In the Relocation Update, the GM shared that the closing date for senior financing through Shared Capital / LEAF is set for January 12th, refrigeration equipment has been purchased, and the final equipment list is in review. The GM also provided November Project expenses and next steps in the final development stage.</p>

6:45 pm	<p>Policy Governance - REVIEW G POLICIES</p> <p>The Vice Chair led a discussion on the G Policies - Board Process. Board Members were asked to review Policies G - G8 prior to the board meeting. Board Members made comments and asked questions about these policies. Ideas on how to monitor these policies in the future were shared.</p>
6:57 pm	<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 due to retirement. Retreat planning is ongoing, tentatively scheduled for March 4th. Board Google Docs are in the process of being reorganized.</p> <p>DEI Committee: Did not meet</p> <p>Owner Investment Campaign Committee: The Board Chair highlighted fundraising progress in December, including meetings with potential sponsors. 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. The GM is in the process of searching for a new Campaign Coordinator and plans to have them hired and onboarded by end of January.</p>
7:10 pm	<p>Review Board Priorities. The GM will send out 2022 Board Retreat report for Board Members to review.</p>
7:13 pm	<p>Board Retreat Planning.</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, including reminder about upcoming meetings and events.</p>
7:27 pm	<p>Vice Chair adjourned meeting.</p>