

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

Present:	<p>Board Directors: Carla McCullough (Vice Chair), Anna Hernoud (Secretary), Shah Uddin, Keith Dubas, Jarvis Green, Juanita Rice, and Chris Morton Absent: Amanda McKay, Wally Graeber (Board Chair) Staff Members: Amy Tabor (General Manager) Guests/Member-Owners: None attended</p>
6:00 pm	<p>Welcome, reading of our land acknowledgement, and review action items: The Board Vice Chair called the meeting to order and welcomed Directors, Staff, and guests to the Board Meeting. Read land acknowledgement.</p>
6:02 pm	<p>60 Second Opener: In advance of the meeting, the Board Vice Chair called for a check-in from the Board with the prompt “What board work do you enjoy the most?” Time was allotted for comments and brief discussion.</p>
6:08 pm	<p>Guest-Member Owner Comments: No Guest Member-Owners present.</p>
6:10 pm	<p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. February Minutes 2. March Agenda 3. Annual Audit / Review <p>The Board Vice Chair opened discussion on consensus items on tonight’s agenda, and last month’s meeting notes.</p> <p>The Board Vice Chair asked for approval of the February agenda and January minutes. The Board unanimously approved: NO CONCERNS. Agenda and Minutes were approved.</p> <p>The Board Vice Chair opened discussion of the Annual Audit / Review. The GM described the audit process and review process, highlighting the differences between the two, and the requirement that either a review or audit take place each year. The GM opened questions, and the Board discussed. The GM recommended that the Board select the review process. The Bylaw requirement to conduct an Audit/Review was specified as 7 years. The last audit took place in fiscal year 2019. The Board Vice Chair opened time for comments.</p> <p>The Board Vice Chair asked for consensus to proceed with an annual review</p>

	<p>process for fiscal year 2022. The Board unanimously approved: NO CONCERNS. The annual review was approved.</p>
6:15 pm	<p>GM Report: The GM shared several highlights including:</p> <ol style="list-style-type: none"> 1) Upcoming planned absence for GM starting in FY23 Q1. Plan will be submitted to Board by June 1st. 2) Hired new Assistant Food Service Manager. Deli counter hours will soon be expanded (10 AM – 6 PM). 3) Leadership Team took a field trip on March 1st to visit the proposed relocation site and review concept plan. <p>GM opened time for questions.</p> <p>Board Member asked a question about the results of the new Market Study. GM described an interpretation of the data and pointed to the original Market Study as a source of more in-depth information. Board discussed.</p> <p>GM thanked the Board for their attendance in-store and talking with customers during Owner Appreciation Week. Board Members reaffirmed interest in creating more of these opportunities.</p> <p>The GM moved on to present the new Board Dashboard. The GM provided an overview and highlighted select metrics. GM reaffirmed that Key Indicators spreadsheet will be phased out and replaced with the Board Dashboard.</p> <p>GM provided Promotions/Store Goals document via link. No discussion.</p> <p>GM discussed Asset Protection. Board Members provided L3 questions prior to meeting. GM highlighted new data point: GM & Staff are creating training checklists for 7-day, 30-day, and 90-day. GM opened questions. No questions.</p> <p>The Board Vice Chair asked for consensus on the L3 Asset Protection monitoring report. The Board unanimously approved: NO CONCERNS.</p>
6:40 pm	<p>Executive Session. Relocation update.</p>
7:00 pm	<p>Break.</p>

<p>7:10 pm</p>	<p>Strategic Conversation: 2022 Annual Owner Survey Results</p> <p>Prior to the meeting, Board Members provided answers to the Strategic Conversation Discussion Questions document. Staff Leadership Team will be discussing survey results at the March team meeting.</p> <p>GM opened questions and discussion.</p> <p>Board member discussed opportunities for servicing business accounts.</p> <p>Board Vice Chair opened opportunity for Board to share their observations. Board Members spoke about creating education opportunities ‘Invest in your Health’, and member-owners willingness to recommend the Co-op.</p>
<p>7:30 pm</p>	<p>Committee Reports: Committee reports were available prior to the meeting.</p> <p>Board Ops Committee: Board Vice Chair summarized: The Committee met 2/15/22. No further assistance from Board at-large needed currently. Will meet again on 3/15/22 with Marilyn via Zoom. Committee Report document available via link.</p> <p>DEI Committee: Committee Chair summarized: No DEI Committee meeting due to the recent ‘Get To Know our Community’ event. No further updates.</p> <p>Owner Investment Campaign Committee: Committee Chair summarized the committee report. Chair asks for further recruitment for volunteer callers. Second training session will be hosted by Ben Sandel on Tuesday, March 8th from 6:30 PM – 8:00 PM. More in-depth caller training details will be provided to volunteers at that time. Board Members discussed the Self-Directed IRA process. One Board member will ‘test’ the Self-Directed IRA process. Another Board Member will provide handwritten notes of encouragement to thank prospective volunteers for their willingness to be a part of the Campaign.</p> <p>Finance Committee Draft Charter: Two Board Members worked together to create a Draft Charter. GM & Marilyn (Consultant) advised. Only 50% of co-ops have a finance committee. Consultants reaffirmed the importance of the whole Board being aware of Co-op finances, not solely a Finance Committee. This committee would meet quarterly to prepare a discussion on specific finance topics to further</p>

	<p>knowledge of whole board. Committee would begin following the next quarterly L1 report. Board Members discussed.</p> <p>Board Vice Chair asks for consensus on concerns in adopting the Finance Committee Charter. The Board approved: NO CONCERNS.</p> <p>GM Review Committee: Scheduled for review in April; GM Evaluation in May. Looking for formation of the committee. Board Vice Chair and three Board Members volunteer. First meeting to be organized, which will include updating the charter.</p>
8:00 pm	<p>CCMA Conference. Attendee/Registration planning. June 9th – 11th in Sioux Falls, SD with virtual option available.</p> <p>Deadline for applying for scholarship on March 9th. Existing application from former Board Member will be updated and submitted by deadline. GM confirmed: Scholarship covers registration, travel is expensed to Co-op. Virtual option available as well. GM: Approx. \$2,000 budgeted for Board Travel expense. Five Board Members expressed interest in proceeding with scholarship applications.</p>
8:10 pm	<p>Community Support from Board. Board Member proposed that directors contribute to a gift card for a former Board Member whose house burned down. Board Vice Chair also proposed a gift card for Shadowbrook Farm (recent fire). Directors may contribute to these gift cards at the store. Deadline: March 9th.</p>
8:15 pm	<p>Policy: Assign M-policy review. Revise L1. Board Vice Chair randomly assigned two board members each for M1-M4 review. Document will be provided to pre-populate feedback prior to meeting.</p>
8:20 pm	<p>Appoint Director for Monthly Board Reflection / 60 Second Reflection.</p>
8:25 pm	<p>Board Vice Chair adjourned meeting.</p>