

Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, May 4, 2022
Board Member Residence
C St. Lincoln, NE

Present:	Board Directors: Wally Graeber (Board Chair), Carla McCullough (Vice Chair), Shah Uddin, Anna Hernoud, Jarvis Green, Keith Dubas, Juanita Rice, Chris Morton, Amanda McKay Staff Members: Amy Tabor (General Manager) Guests/Member-Owners: None
6:15 pm	Welcome, reading of our land acknowledgement, and review action items: Board Chair called the meeting to order. Board Member welcomed Directors, Staff, to the Board Meeting, and read Land Acknowledgement. Board Members discussed Land Acknowledgement in relation to current local events; Board Member opened voluntary opportunity to sign a letter of support against recent Lincoln City Council action affecting Native land.
6:18 pm	60 Second Opener: Moved to June's Board Meeting
6:25 pm	Guest-Member Owner Comments: No Guest Member-Owners present.
6:27 pm	CONSENSUS ITEMS: <ol style="list-style-type: none"> 1. April Minutes 2. May Agenda <p>The Board Chair opened discussion on consensus items on tonight's agenda, and last month's meeting notes.</p> <p>The Board Chair asked for approval of the May agenda and April minutes. The Board unanimously approved: NO CONCERNS. Agenda and Minutes were approved.</p>
6:29 pm	Executive Session. May Relocation Update and Establishing Board Calendar
7:00 pm	Break. Board conducted general discussion on questions/comments related to the launch of the Owner Investment Campaign.
7:30 pm	GM Report: The GM shared several highlights including: <ol style="list-style-type: none"> 1) Board Financial Dashboard: GM Provided more context on the metrics

	<p>provided each month. Actual sales down versus budgeted; difference due in part to promotions last year, road construction in March, timing of Easter holiday, and external influences including inflation pressures. Margin spot-on with budgeted, personnel slightly higher due to new FT employee training. Personnel trending on target for the year. GM opened for questions; Board Member question regarding discrepancy between Budgeted Cash Balance & Actual Cash Balance. Campaign was projected to start earlier, and would have been sitting in the account.</p> <p>2) OIC Snapshot: 56 packets sent out, 43 phone calls, 104 correspondences via email and phone, 5 completed investments, \$15,000 total, \$3,000 in donations via LCF, 47 website inquiries. Board Member question regarding additional caller practice sessions; Future in-person or virtual caller events to be announced. Lead Consultant and/or Coordinator are available for one-on-one sessions.</p> <p>3) Promotions & Store Goals: Owner Drive in May; GM ask to Board: In-Store tabling to discuss OIC/ownership with customers; Opportunity to update owner account information as well. Maternity plan is in progress, draft to Board Ops committee in next few weeks. Interim GM named.</p> <p>4) Monitor: L1 – 3Q – Financial Condition & Activity [Consensus Item]: Format updated based on consultant recommendations. GM asserting compliance with all parts, except for Ownership. MML (margin minus labor) exceeded budgeted; Strong 3Q Margin – improved over last year by 1.5%. Margin achieved via price increases, managing out of stocks, waste reports. Write-offs go to staff, FoodNET, or compost. Board: Opportunity to present food cycle (waste/zero waste), and educational opportunity (consistent shopping results in less waste). Board Discussion: \$25 yearly equity payment is not a fee; Equity is redeemable. CONSENSUS: Board unanimously approved; NO CONCERNS.</p>
<p>8:43 pm</p>	<p>Committee Reports: Committee reports were available prior to the meeting.</p> <p>Board Ops Committee: Board Vice Chair discussed Board Retreat. Sunday, June 26th. 9 AM – 4 PM at Branched Oak Farm, 17015 NW 70th St., Raymond, NE. Joined by Columinate Consultant.</p> <p>DEI Committee: Get to Know our Community event, May 18th, 7 PM – 8 PM. Zoom meeting with Inclusive Communities & South Street Temple. Board asks for commitment to be there and/or bring guests. Online RSVP, Zoom link to be provided. Book club list to be provided for promotion. DEI work regarding Code of</p>

	<p>Conduct & Ends Statement on going. Code of Conduct updated before election; Election Packet to be finalized soon.</p> <p>Owner Investment Campaign Committee: See report for full updates. Board asks that any Pre-Commitments are fulfilled at this time. Soft launch with refinement of internal processes. Board has researched various Self-Directed IRA fee structures; Direct IRA inquiries to invest@openharvest.coop. Recruitment for calling is on-going. Board Chair asks Board to read Investment Packet and FAQ (GrowTheCoop.com); keep any questions in mind to be added to FAQ.</p> <p>Finance Committee Draft Charter: Meeting quarterly; next meeting is May 17th. 12-1 at co-op. Topics include: ownership status, inactive status, compliance plan, and more. All Board is welcome to join.</p> <p>GM Review Committee: Board members have noted non-compliance in previous reports. Last review completed in Fall 2020. Draft to be submitted and approved in near future.</p>
9:15 pm	<p>Board Retreat Sunday, June 26 (9am-4pm at Branched Oak Farm, 17015 NW 70th St, Raymond, NE)</p>
9:15 pm	<p>Appoint Director for Monthly Board Reflection / 60 Second Reflection.</p>
9:15 pm	<p>Policy: Assign M1-M4, L6 review for next month. Revise L3 discussion</p>
9:16 pm	<p>Board Vice Chair adjourned meeting.</p>