

**Open Harvest Cooperative  
Board of Directors Meeting Minutes  
Wednesday, May 3rd, 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, Keith Dubas  <b>Staff Members:</b> Amy Tabor (GM)  <b>Absent:</b> Amanda McKay  <b>Guests/Member-Owners:</b> None</p>
6:07 pm	<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>
6:08 pm	<p><b>Guest-Owner Reserved Comments:</b> None.</p>
6:10 pm	<p><b>CONSENSUS ITEMS:</b></p> <ol style="list-style-type: none"> <li>1. April Minutes</li> <li>2. May Agenda</li> <li>3. Note consensus approval of the GM review committee charter via e-mail</li> <li>4. Equity Redemption</li> </ol> <p><b>The Chair asked for approval of the April Minutes and May agenda. The Board unanimously approved them with no concerns.</b></p> <p><b>The GM Review and Contract committee charter was approved by the board via email on 4/12/2023. The chair asked for approval of the charter and it was approved with no concerns.</b></p> <p><b>The Chair asked for approval of the equity redemption request from a member owner. The board discussed and unanimously approved with no concerns.</b></p>
6:15 pm	<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. L1 - 3Q- Financial Condition &amp; Activities</li> </ol>

	<p>The GM shared highlights that included the review of L1 monitoring report for Q3 financials, March sales vs budget, May Owner Drive and Pay-It-Forward program, upcoming POS conversion and training, annual budget process and planning, and pre-opening checklists for the new store. The GM talked about the NCG spring meeting she attended as well as connecting with the Telegraph Business District Association. The GM also reviewed the relocation updates and upcoming outreach opportunities..</p> <p><b>The Chair asked for approval of the L1, Q3 report. The board discussed and unanimously approved with no concerns.</b></p>
<p><b>6:45 pm</b></p>	<p><b>Preferred Shares - Board calendar, policy, process</b>  The Board discussed how to coordinate the annual decisions around preferred share dividends. The Board reviewed the current process of receiving the annual financial review and GM recommendation on patronage dividends.</p>
<p><b>7:00 pm</b></p>	<p><b>Committee Reports.</b></p> <p><b>Board Ops Committee (Anna):</b>  The Committee met with board consultant Leslie Watson. The Committee finalized the May agenda, reviewed steps for the GM review and contract, and discussed steps and options for the annual decision to pay dividends.</p> <p><b>DEI Committee:</b> The Committee did not meet in April, they instead attended the Earth Day event.</p> <p><b>Capital Campaign Committee (Carla):</b> The Committee shared fundraising updates, including wrapping-up Phase 3 of the campaign. The Committee will hold its final meeting with Ben Sandel on 5/9 via zoom.</p> <p><b>Board Election Committee (Keith):</b>  The Committee presented the 2023 Charter. The board approved.</p> <p><b>GM Review and Compensation (Anna):</b>  The Committee met to discuss next steps with the review and contract process. At the May Board meeting we will have an executive session with the GM to discuss performance and successes over the year and will be prepared to make a recommendation for the GM Contract during the executive session without the GM.</p>

<b>7:25 pm</b>	<b>Executive Session - GM Review &amp; Compensation (With GM).</b>
<b>7:40 pm</b>	<b>Executive Session - GM Review &amp; Compensation (Without GM).</b>
<b>8:00 pm</b>	<b>Board Chair adjourned meeting.</b>