

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, November 3rd, 2021
Remote meeting via Zoom**

Present:	Board Directors: Wally Graeber (Board Chair), Carla McCullough (Vice Chair), Shah Uddin (Secretary), Lori Ashmore, Anna Hernoud, Keith Dubas, Corey Rumann, and Juanita Rice. Staff Members: Amy Tabor (General Manager), Sam Capps (Board Admin Assistant). Guests/Member-Owners: John Guerra (National Co+op Grocers (NCG) Store Development)
6:00 pm	“What are three questions you want to ask and hear from participants at the Sunday November 7 th Annual Meeting?” The Board provided their responses prior to the meeting.
6:05 pm	Welcome, reading of our land acknowledgement, and review action items: The Board Chair called the meeting to order and welcomed Directors, Staff, and guest to the Board Meeting. Read land acknowledgement and reviewed action items from the previous meeting.
6:07 pm	Guest-Member Owner Comments: No member owners attended meeting.
6:10 pm	Open Harvest Pro Forma Presentation: John Guerra from NCG Store Development gave a presentation to build the Board’s understanding of the development of the expansion Pro Forma. Topics included a review of the executive summary, financial projections, how project feasibility was assessed, and underlying assumptions and outcomes.
7:15 pm	Break
7:18 pm	CONSENSUS ITEMS - October Agenda, September Minutes, and Past E-mail Decisions: The Board Chair requested approval of the October agenda, September meeting minutes, and past board decisions made by e-mail that included: <ul style="list-style-type: none"> • Additional Article Amendment - 7/30/21 • NCG Store Development Agreement - 7/30/21 • Cooperative Board Leadership Development (CBLD) Engagement Renewal - 10/12/21 Consensus Items: The Board holds no concerns and approved the November agenda, October meeting minutes and acknowledged past decisions made via e-mail.
7:20 pm	Appoint Director to Write Monthly Board Reflection: Board chair Wally Graeber

	<p>volunteered to write the monthly Board reflection.</p>
<p>7:22 pm</p>	<p>CONSENSUS ITEMS - General Manager Reports: Reports were available to the board prior to the meeting.</p> <p>Monthly GM Report, Annual L1 Financial Report and Equity Requests: GM announced a new partnership with a second supplier to relieve supply chain issues at Open Harvest as well as increase the selection of various items at the co-op. GM also announced Open Harvest joined Nebraska Competes, a non-partisan coalition of businesses committed to achieving nondiscrimination policies at the community and state levels</p> <p>GM summarized 1Q L1 Financial Report, asserted compliance on all parts of L1 Financial policy except L1.1 and L1.5 and outlined a plan for compliance.</p> <p>The GM highlighted positive sales growth for August, and margin improvement in the first quarter of 2021 compared to the first quarter of 2020. The first four months of the member-owner drive has been a success as over 50% of the yearly goal has already been met. Overall, the October Drive had 306 sign ups – 6 over the monthly goal – and 101 new members – 40 over the monthly goal.</p> <p>The Board Chair asked for concerns and requested the acceptance of the GM Monthly Reports.</p> <p>Consensus Items: The Board holds no concerns and accepted receipt of Monthly GM report and the Annual L1 Financial Report. The board deferred a decision on paying out redemptions to the December meeting.</p>
<p>8:03 pm</p>	<p>Annual Board Evaluation: The collective responses of the board were discussed as well as the possibility of developing exit surveys for board members. The idea of breaking the evaluation up into smaller segments to be taken at different times of the year and different points in a board member’s tenure was considered. This would allow for better understanding of and ability to provide responses. Further discussion on this topic will occur at future meetings.</p>
<p>8:19 pm</p>	<p>Committee Reports: Committee reports were available prior to the meeting.</p> <p>Board Ops Committee: The Board reviewed the committee report prior to the meeting.</p>

	<p>DEI Committee: The committee confirmed the Asian Community & Cultural Center does not charge for use of their space and payment to Milkweed Yoga was made for use for event space as part of planning for upcoming community events.</p> <p>Annual Meeting Committee: Committee chair confirmed final details for the annual meeting to be held on Sunday, November 7th on Zoom.</p> <p>Owner Investment Campaign Committee – Consensus Item: Committee chair asked for Board approval of the terms of the investment opportunity for the relocation campaign and asked the board to authorize the committee to develop materials to offer the investment to member-owners.</p> <p>Election Committee: Results of the board election were announced, and final steps were discussed.</p> <p>The Board Chair asked for concerns regarding the request to accept the terms of the relocation investment package and authorization for committee to develop materials to offer the investment to member-owners. Discussion took place on the details of the investment package.</p> <p>Consensus Items: The Board holds no concerns and approved investment package and authorized the development of materials.</p>
9:13 pm	Review L4 & L5 (Volunteers/Policy Committee) and Ends Statement Progress: Due to time constraints, topic was tabled to be discussed at a future meeting.
9:14 pm	Executive Session – Site update: No executive session was held.
9:14 pm	Review Action Items and add your One Minute Meeting Reflections: Board reviewed action items and provided meeting reflections offline after meeting.
9:15 pm	Adjourn