

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, October 5th, 2022
Zoom Online Meeting**

Present:	<p>Board Directors: Carla McCullough (Chair), Anna Hernoud (Vice Chair), Shah Uddin (Secretary), Keith Dubas, Chris Morton, Jarvis Green</p> <p>Staff Members: Amy Tabor (GM), Margot Conrad (Interim GM), Elizabeth Norris (Food Service Manager), Jonathan Sands (marketing Coordinator)</p> <p>Absent: Amanda McKay</p> <p>Guests/Member-Owners: Jeanie Wells, Seth Gilson, Kay Walter</p>
6:00 pm	Welcome, reading of our land acknowledgement, and review action items: Board Chair called the meeting to order, welcomed Directors, Staff, and Guests and read Land Acknowledgement.
6:05 pm	Guest-Owner Reserved Comments: None.
6:10 pm	<p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. September Minutes 2. September Executive Session Minutes 3. November Agenda <p>The Board Chair asked for approval of the September Minutes, September Executive Session Minutes, and October agenda. The Board unanimously approved them all: NO CONCERNS.</p>
6:15 pm	<p>2021-22 Annual Review (Seth Gilson). Accountant presented the FY2022 Annual Review, including the directors & terms, balance sheet, liabilities & member equity, statement of operations, cash flow statement, and notes to financial statements. Board discussed the review with the accountant and GM. Some updates will be made and the final version of the review will be received at the November board meeting.</p>
7:00 pm	<p>CONSENSUS ITEM: General Manager Reports. GM presented the Annual L1 Report of Financial Condition for FY22. GM asserted partial compliance for L.1.1 and L1.5, and full compliance for L.1.2, L1.3, and L1.4. Board discussed.</p> <p>The Board Chair asked for acceptance of the L1 report with compliance plans for L1.1 and L1.5. The Board accepted L1 and compliance plans: NO CONCERNS.</p>

7:20 pm	Executive Session. Lease and Relocation Update.
7:30 pm	<p>CONSENSUS ITEM: CBLD Contract Review/Renewal.</p> <p>The Board discussed and reviewed the CBLD program package document.</p> <p>The Board Chair asked for approval of annual CBLD Contract Renewal for calendar year 2023. The Board unanimously approved CBLD Contract Renewal: NO CONCERNS.</p>
7:35 pm	<p>Committee Reports.</p> <p>Board Ops Committee: Committee scheduled a special meeting time for the board to go over the revised pro forma.</p> <p>DEI Committee: Committee continues to work through the workbook and discussed revisions to Board Code of Conduct to add inclusive and anti-racist language based on Columinate's recommendations.</p> <p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. Revision to G5.1 2. Revision to G5.11 <p>The Committee Chair asked for approval of G5.1 and G5.11. The Board unanimously approved revisions to G5.1 and G5.11: NO CONCERNS.</p> <p>Owner Investment Campaign Committee: Phase II has launched, focusing on larger donors, facilitated by connectors. First meeting of connectors conducted this week; contacts to individuals/organizations to resume. Calls prioritized to individuals who have pre-committed an investment.</p> <p>Annual Board Election Committee: Two Board candidates; uncontested election. One vacancy will remain following the election.</p> <p>CONSENSUS ITEM: Approval of Board Election Slate of Candidates.</p> <p>The Board Chair asked for approval of the Board Election Slate of Candidates. The Board unanimously approved the slate of candidates: NO CONCERNS.</p> <p>Annual Meeting Committee: Board Chair presented the 2022 Annual Meeting Agenda. The meeting will be held on Sunday, Nov 6, 2022 at Hub Cafe. Invitations</p>

	<p>are being sent to Member Owners in the next week.</p> <p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. 2022 Agenda 2. 2021 Minutes <p>The Board Chair asked for approval of the 2022 Agenda and 2021 Minutes. The Board unanimously approved the 2022 Agenda and 2021 Minutes: NO CONCERNS.</p>
7:55 pm	<p>Director Nomination. Board Chair nominated Kay Walter to fill a vacant director term that will expire in November 2023. CONSENSUS ITEM: Nomination for Vacant Director Seat, Kay Walter. The Board approved: NO CONCERNS.</p>
8:00 pm	<p>Feedback. Closing Discussion. Board reflection assignment will be sent via email.</p>
8:05 pm	<p>Board Chair adjourned meeting.</p>