

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Tuesday, October 3rd, 2023
Microsoft Teams Online Meeting**

Present:	<p>Board Directors: Carla McCullough (Chair), Anna Hernoud (Vice Chair), Kay Walter, Jarvis Green, Shah Uddin, Keith Dubas, Sara Brubacher Staff Members: Amy Tabor (GM) Absent: Guests/Member-Owners: Lynne Ireland, Seth Gilson</p>
6:00 pm	<p>Welcome, reading of our land acknowledgement: The Board Chair called the meeting to order, welcomed Directors, and Staff. A Director read the new Land Acknowledgement.</p>
6:05 pm	<p>Guest-Owner Reserved Comments: None.</p>
6:10 pm	<p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. September Minutes 2. October Agenda 3. Equity Redemption Request-Teresa Miner <p>The Vice Chair asked for approval of the September Minutes and October agenda. The Board unanimously approved them with no concerns. The Board unanimously approved the equity redemption request.</p>
6:15 pm	<p>General Manager Reports. GM presented the:</p> <ol style="list-style-type: none"> 1. Annual Review FY2023 Financial Statements- Seth Gilson 2. Board Financial Dashboard 3. Monthly Ownership Report 4. Compliance, Promotions & Store Goals 5. Relocation Update <p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none"> 1. L5 - Engagement of Member-Owners & Customers - CONSENSUS 2. L1 - Annual Financial Condition - CONSENSUS 3. Report for Annual Patronage & Preferred Share Dividends <ol style="list-style-type: none"> a. Patronage Dividend (declaration & issuance) - CONSENSUS b. Preferred Share Dividend (issuance)- CONSENSUS

	<p>Seth Gilson (accountant) shared highlights from the 2023 Financial Statements Annual Review that included reviews of 2023 finances, tax costs, and relocation budget costs. A summarized review will be presented at the Annual Member Meeting.</p> <p>The GM shared highlights of the August finances, September outreach events, and relocation updates.</p> <p>The GM reviewed the L5 engagement of Member-Owners & Customers report and the L1 annual financial condition report. The GM also reviewed the Annual Patronage & Preferred Share Dividends report.</p> <p>The Vice Chair asked for approval of the L5 and L1 reports. The board discussed and unanimously approved the L5 and L1 reports.</p> <p>The Vice Chair asked for approval of the Report for Annual Patronage & Preferred Share Dividends recommendations from the GM to not payout the patronage dividends and to not payout the accumulated dividends on the preferred shares. The Board unanimously approved both with no concerns.</p>
<p>7:15 pm</p>	<p>Bylaws Change- CONSENSUS*</p> <p>The Vice Chair asked for approval of the Bylaw changes and the process of voting being done electronically and by paper ballot. The Board unanimously approved with no concerns.</p>
<p>7:25</p>	<p>CBLD contract renewal - CONSENSUS</p> <p>The Vice Chair asked for approval to renew the CBLD contract. The Board unanimously approved with no concerns.</p>
<p>7:30 pm</p>	<p>Committee Reports.</p> <p>Annual Meeting Committee (Kay):</p> <p>The Committee met and finalized the date, time, and location for the Annual Meeting. The Vice Chair asked for approval of the 2023 Annual Meeting agenda. The Board approved with no concerns.</p> <p>Board Ops Committee (Shah):</p> <p>The Committee met and discussed the October meeting agenda and the communication letter to the members of the Bylaws changes.</p>

	<p>Finance Committee: The Committee did not meet this month.</p> <p>Capital Campaign Committee (Carla): The Committee discussed the concentrated effort of a small campaign November 5-11, and presented the Board with future plans to table in store.</p> <p>Board Election Committee (Keith): The Committee reported that we now have four candidates running for the Board. The Committee also reported a Meet & Greet for Saturday, October 14th at 11:00 am. The Vice Chair asked for approval of the slate of Board Candidates (Kay Walter & Anna Hernoud abstained from this vote). The Board unanimously approved with no concerns.</p>
8:00 pm	Board Vice Chair adjourned meeting.