

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Tuesday Oct 7, 2025
6:30-8:00 pm, Teams Meeting**

Present	<p>Board Directors: Anna Hernoud (Chair) Lynne Ireland (Vice Chair), Carla Dittman (Secretary), Kay Walter, Jarvis Green, Rollin Metzger, Monica Snowden, Keith Dubas</p> <p>Staff Members: Amy Tabor (GM)</p> <p>Guests/Member-Owners: Nate Morris, Claire Kalhoff, Rich Burton, Seth Gilson, Amelia Pickhinke</p> <p>Absent: None</p>
6:30 pm	<p>Roll-Call/Check-in Question: The Board Chair verbally called out attendance to save time. All Board members were in attendance.</p>
6:35 pm	<p>Welcome reading of our land acknowledgement: The Board Chair called the meeting to order, welcomed Directors, and guests. The Board Vice Chair read the land acknowledgement to start the meeting.</p>
6:40pm	<p>Guest Owner Reserved Comment Time:</p> <p>The guests each introduced themselves and why they joined the meeting.</p>

6:49 pm	<p>CONSENSUS ITEMS:</p> <ol style="list-style-type: none">1. <u>September Minutes</u>2. <u>September Executive Session Minutes</u>3. <u>October Agenda</u> <p>The Chair asked for approval of the September Minutes, September Executive Session Minutes and the October Agenda. The Chair asked for any questions or concerns. The Board approved all consensus items with no concerns.</p>
7:00 pm	<p>General Manager Reports</p> <p><u>FY2025 Annual Financial Audit Presented by Seth Gilson of Gardiner + Co:</u></p> <p>Seth Gilson introduced himself and Gardiner and Company, the third-party CPA company handling this years' audit. He went over the FY2025 Annual Financial Audit Report including the accountants review, balance sheet, owner equities, and statement of operations.</p>
7:17 pm	<p>General Manager Report Consensus Items:</p> <p><u>L1- Annual- Financial Conditions & Activity FY2025</u></p> <p>GM provides an overview of L1, and asserted non-compliance with section L1.3 this policy.</p> <p>The Board Chair asked for the approval of the GM's L1 report. The Chair asked for any questions or concerns. The Board unanimously approved with no concerns.</p> <p><u>L5- Engagement of Member-Owners & Customers</u></p> <p>GM provided an overview of the L5 report, including information about customer count, process for customer feedback, customer safety, and store policies that support the report.</p> <p>The Board Chair asked for approval of the GM's L5 report. The Chair asked for any questions or concerns. The Board unanimously approved with no concerns.</p>

	<p><u>Annual Patronage & Preferred Share Dividend Report:</u></p> <ul style="list-style-type: none"> ● Patronage Dividend ● Preferred Share Dividend ● Preferred Share Redemption <p>GM presented a report with recommendations on Patronage Dividends, Preferred Share Dividends, and Preferred Share Redemptions for the fiscal year 2025. Rationale was shared with each of these recommendations and directors had the opportunity to ask questions and discuss ahead of consensus.</p> <p>The Board Chair asked for approval that no Patronage Dividend be disbursed for FY2025. The Chair asked for any questions or concerns. The Board approved, with no concerns.</p> <p>The Board Chair asked for approval that FY2023 Preferred Share Dividends be disbursed this year. The Chair asked for any questions or concerns. The Board approved, with no concerns.</p> <p>The Board Chair asked for approval that FY2024 and FY2025 Preferred Share Dividends be retained. The Chair asked for any questions or concerns. The Board approved, with no concerns.</p> <p>The Board Chair asked for approval to purchase the preferred shares and accrued dividends of an owner who passed away. The Chair asked for any questions or concerns. The Board approved, with no concerns.</p>
<p>7:33pm</p>	<p><u>GM Update:</u></p> <p>GM provided a store update that included preparations for the upcoming Board Election, October Owner Drive, employee handbook review, code of conducts, ICE response plan, Healthy Workplace Act, Nebraska passport program, and other in-store promotions. The GM requested interested Directors provide a video to help promote the Owner Drive.</p> <p><u>Board Financial Dashboard:</u></p> <p>GM provided an update on August finances that included sales, margin, labor and liquidity.</p> <p><u>Ownership and Abandoned Equity Report:</u></p>

	GM reported on August ownership and abandoned equity report.
6:59 pm	<p>Additional Consensus Items:</p> <p><u>Approve CBLD Contract/Renewal</u></p> <p>The Columinate contract was shared prior to the meeting. Directors had the opportunity to discuss the contract.</p> <p>The Board Chair asked for approval of the CBLD Contract for 2026. The Chair asked for any questions or concerns. The Board approved, with no concerns.</p> <p><u>Annual Meeting Agenda</u></p> <p>The Board Chair asked for the approval of the 2025 Annual Meeting Agenda. The Chair asked for any questions or concerns. The Board approved, with no concerns.</p>
7:45pm	<p>Committee Reports.</p> <p>Friends and Fundraising Committee/Annual Meeting Committee Report: The committee asked for help for decorating for the Annual Meeting, and getting a schedule going for duties during the meeting.</p> <p>Board Ops Committee: The committee shared highlights from their standing meeting, and planning director orientation for new directors..</p> <p>Board Election Committee: Committee shared updates on prospective candidates, and next steps before the election.</p>
8:00 pm	Adjourn