

Open Harvest Board of Directors

Approved Meeting Minutes

August 3, 2009, 5:30 – 7:15 p.m. at Irving Rec Center
2010 Van Dorn Street

Present John Christensen, Kelsi Swanson, Jim Nelson, Keith Dubas, Miles Bryant, Dave Eckmann, Bob Hutkins, Michael Henry, Anne Marie Frerichs, Maggie Pleskac, Carla McCullough, Jackie Barnhardt, Jon Ferguson, Ingrid Kirst, Alene Swinehart, Alisa Kushner, Melissa Dowty, Sara Moshman, Melissa Garcia, Flame Alligator, Mary Rachael

Absent David Murphy, Gail Kendall, Mary Jane Gruba, Tim Arkebauer

5:38 p.m. Welcome to guests, staff and Board members.
Accept consensus items. Addition to Agenda. Postpone approval of July minutes until next month.

GM Report and L5: Discussion included upcoming L5 budget readjustments and revisions, and it's affects on sales, which are flat. Discussion also included the affect of the economy, farmer's markets, individual gardens and possibly the restructuring of the store on current sales.

Current Board Membership (added to the agenda): Keith Dubas explained the recent situation of John Christensen running for the Board but not being a Member of Open Harvest at the time of running, but has since joined and made the motion that John Christensen fill the seat opened last month with the vote to increase the Board from 15 to 16 members. Discussion included Sara Moshman suggesting that the amended change to the By-Laws revert back to a 15 seat Board and Miles Bryant discussing the means of consensus. No concerns with one member choosing to stand aside.

5:53 p.m. Ends: Discussion included encouraging Board members to inform people they know of who have concerns the current channels of appropriate change; showing them the suggestion box, and introducing them to the various department managers and the General Manager, Jim Nelson.

5:56 p.m. Review By-Laws re: Election Process: Bob Hutkins, the current Election Committee Chair, announced that a Committee has been formed with Bob Hutkins, Dave Eckmann, Gail Kendall, Carla McCullough, Jackie Barnhardt,, Alisa Kushner and Keith Dubas serving. The Committee will meet in August. Keith Dubas suggested that all Board members review the By-Laws for future

discussions. Jackie Barnhardt questioned since the News Bites newsletter is no longer mailed out and the Annual Report was previously available via the newsletter, whether the Annual Report would be available at the Annual Meeting, in the store, and on the website. Michael Henry questioned whether the Annual Report would be made available prior to the Annual Meeting. Bob Hutkins confirmed that it would.

- 6:00 p.m.** CCMA Pittsburgh Conference: Alisa Kushner, Kelsi Swanson and Pam Hetrick attended. Alisa Kushner emailed her reflections on the experience to Board members and she and Kelsi Swanson gave a brief description of their experiences and shared photos. Keith Dubas spoke about next June's conference and the availability of scholarships through Howard Bower Funds.
- 6:12 p.m.** GM Presentation on Expansion: Both Jim Nelson and Kelsi Swanson were interviewed Monday morning on the radio station, KFOR. Jim Nelson announced that the anticipated Building Permit was issued with the help and intervention of the Mayor and his Chief of Staff, explaining that apparently the square footage that the city had on file for the South Street Plaza was inaccurate and that the Permit was issued with the understanding that there would be no building on the second story and that the agreement with SunMart for Open Harvest parking would stay. Jim Nelson also reported that over the next three weeks work would be done on the walk-in and at the end of August work would start on the grab and go section of the store. Also reported, as of this date, \$97,000. has been spent out of a budget of \$707,000. Discussion included the reduction of the budget without the addition on the second floor, using this money elsewhere, pushing for building on the second floor now vs. later, the addition of more office space behind the existing offices which should allow for moving the Administrative Building offices from 13th Street, and the on-going issue of the number of parking stalls – if there were to be an addition on the second floor another two stalls would be needed to be in compliance. Jim Nelson cautioned that future options for the moneys should be considered and reminded the Board that the current agreement stipulates that if we would build on the second floor and Meadowlark were to move, alot would depend on who would move into that space despite the current lease including first right of refusal in future businesses in South Street Plaza. Keith Dubas questioned whether this recent issue with the city's zoning department and the landlord not being in compliance which held up the acquisition of a Building Permit could result in talks with the landlord re: reduction in rent since it resulted in a lost month in the expansion plan.

6:25 p.m. Statue of Member Loan Committee: Committee reported that a total of \$200,700. in loans have come in. Calls are still being made to members and Margot Conrad made a list of members who are loyal to the store so it could be used in calling. Sara Moshman had volunteered in June to look into corporate options and reported that so far Assurity Mutual Life has been contacted but that their funds are currently tired up for this year, but next year may be an option. Keith Dubas brought up the options of local businesses in close proximity of Open Harvest, such as the ones active in the South Street Business Association, B&J, and Bryan/LGH, could be added to that contact list.

6:30 p.m. Cooperative Community Fund: Keith Dubas, on behalf of Colleen Nygren, brought up the option of transferring the funds currently in the Cooperative Community Fund to the Expansion Fund because it is not currently active. Discussion included an explanation of the original idea and goal of the Cooperative Community Fund; a currently inactive fund of donated money, the bulk of which was donated by the Board, that would be available to be used to donate to various local organizations on a monthly basis to show support on behalf of Open Harvest members, staff and the Board, in hopes of showing a genuine interest in outreach and support to local organizations and possibly increasing membership. Discussion included Alisa Kushner and Jon Ferguson questioning the ethical dilemma of taking that money and using it for something other than its original purpose, and John Christensen stating that the using of discretionary moneys for something as important as expansion, if it is valid and the membership is informed is ethical. Discussion also included other options for that money, such as restarting community outreach. Maggie Pleskac suggested polling the Membership as to what they want the money to go to, proposals could be submitted to the Board and a decision made at a future time. Proposal made by Keith Dubas to transfer the money to be used at the GM's discretion, including but not limited to, any of the items discussed, marketing, and/or expansion. Jon Ferguson asked that any proposals be tabled because he would like to take a look at the Cooperative Community Fund. Ingrid Kirst suggested that if the proposal is tabled that the Board should invite Colleen Nygren to present the history of the account. Proposal has concerns and will be tabled until next month.

6:53 p.m. Policy Committee Report: Committee did not meet but will meet in August.
Member Loan Committee Report: Committee did not meet.

Finance Committee Report: Committee did not meet but completed Dashboard will be available next month.

By-Laws Committee Report: Committee will meet in August.

Annual Owner/Members' Meeting Committee Report: Carla McCullough spoke on current plans. Committee is still forming.

- 6:55 p.m.** Survey from Irving Rec Center distributed and Board members encouraged to complete it and turn it back in that evening.
- 6:57 p.m.** Executive Session
- 7:12 p.m.** Pay Forward: The new program Pay Forward available now through December 31, 2009 explained and the current flyer available to Members distributed. As of July 28th, 20 people have decided to sign up.
- 7: 14 p.m.** Maggie Pleskac proposed doing a potluck at next month's meeting.
- 7:15 p.m.** Adjourn

Respectfully Submitted,
Mary Rachael

Next Meeting: September 14, 2009 from 5:30 to 7:30 p.m. at Irving Rec Center.