

Open Harvest Board of Directors

Approved Meeting Minutes

March 2, 2009, 5:30 – 6:50 p.m. at Irving Rec Center,
2010 Van Dorn Street

Present Jim Nelson, Margot Conrad, Mary Jane Gruba, Miles Bryant, Alene Swinehart, Alisa Kushner, Jackie Barnhardt, Sara Moshman, Ingrid Kirst, Carla McCullough, David Murphy, Dave Eckmann, Keith Dubas, Flame Alligator, Melissa Garcia, Bob Hutkins, Tim Arkebauer, Mary Rachael

Absent Gail Kendall, Maggie Pleskac

5:35 p.m. Welcome to guests and staff.
Accept Consensus items and Agenda.
GM Report: accounts payable ratio to inventory (1.06) and debt to equity (1.16) shared. Sales comparison to last year at this time and new sales ideas shared.
Acceptance of Scott Renken's resignation from the Board and a card was passed around for members and employees to sign to show their appreciation.

5:44 p.m. L9 Report: Customer Service desk has been moved to the front of the store. No other changes reported. No concerns. Compliant.
L10 Report: Expansion; individual roles, processes, timeline changes, sources and uses budget, expenses policies, customer service and sales, systems audit for POS, and site and design shared and discussed. Letter of intent has been signed and new lease is currently being reviewed – once lease is signed going public and reinitiating member loan drive will happen. New customer survey currently being sent out. No concerns. Compliant.
L10.12 Report: 2,814 current members. 50% of sales are to members. Plans for an updated letter to be sent out to members who have committed to the member loan campaign and will be posted on the website. No concerns. Compliant.

5:54 p.m. Board Actions on Expansion: New lease discussed and reviewed; 5 years with renewal of another 5 years, first sight of refusal for new space available in shopping center, the right to have a Wednesday morning Farmer's Market if the other lease holders at shopping center agree. Open discussion included the option of the store's ability to get a liquor license. Lease states a non-compete clause however Brewsky's does not have off-site sales. Current research is being done by Jim Nelson into what other co-ops are selling. Board members encouraged local and organic brews and wines,

and microbrews. Parking problems discussed. South Street Business Association participation discussed and encouraged. Announcements to adjacent Neighborhood Associations (Near South, Irvingdale, and Country Club) discussed, including getting articles into upcoming Association's newsletters. Questions included Miles Bryant bring up whether or not General Manager, Jim Nelson, should be the project manager. Jim Nelson reinforced that there will be a general contractor, that the project will be in a space that is close by and known, and that he has Margot Conrad and Kelsi Swanson at the store for support. Press releases in conjunction with Eyes of the World discussed. Jackie Barnhardt encouraged letters from both the GM and the Board chair for the upcoming News Bites newsletter. Confidentiality discussed and still in place prior to actual lease signing. Miles Bryant proposed signing of the lease after review by the attorneys. Seconded by Alisa Kushner. Board unanimously approved signing of lease after attorney's review.

- 6:22 p.m.** Member Loan Campaign: Committee will meet next week to decide upcoming activities and whom to call. Currently 101 pledges have been made. Letters were recently sent out to these people and another will be sent out to re-contact others who did not pledge previously. Discussion included; past News Bites articles and the importance of another including the Member Loan Campaign in the upcoming newsletter, naming pledges in promotional material, a recent large pledge made, and current proforma, which will have changes.
- 6:36 p.m.** GM Incentive Bonus Plan: Past bonus structure based on Sales to reward GM explained by Miles Bryant; usually up to 25% of regular annual salary at the Board's discretion. Since Bonus Plan is at the Board discretion but Sales will be disrupted due to expansion new proposals based on sales growth, expansion timeline, project management and Board's discretion shared and discussed. Penalized criteria such as timeline disruptions discussed. Defining "expansion" as beginning at the signing of the lease and ending a first complete quarter after grand opening discussed. New Bonus Structure needs to be further reviewed and Miles Bryant and Keith Dubas will email documents to all Board members. Jim Nelson reassured the Board that their decisions will not affect how he will do his job.
- 6:46 p.m.** Policy Committee Report: Committee will meet in March.
Member Loan Committee Report: Committee will meet in March.
Finance Committee Report: No scheduled meeting. New Chairperson needed.

6:48 p.m. Board Members Actions: Volunteer time discussed.

6:50 p.m. Adjourn

Respectfully Submitted,
Mary Rachael

Next Meeting: April 6, 2009 from 5:30 to 7:30 p.m. at Irving Rec Center.