

Open Harvest Board of Directors

Approved Meeting Minutes

May 4, 2009, 5:30 – 7:40 p.m. at Irving Rec Center
2010 Van Dorn Street

Present Mary Jane Gruba, Carla McCullough, Miles Bryant, Sara Moshman, Patrice Engelbrecht, Flame Alligator, Melissa Garcia, Bob Hutkins, Kelsi Swanson, Alisa Kushner, Dave Eckmann, Ingrid Kirst, Tim Arkebauer, Keith Dubas, Jim Nelson, Mary Rachael

Absent Alene Swinehart, David Murphy, Gail Kendall, Maggie Pleskac

5:37 p.m. Welcome to guests, staff and Board members, with introductions. Accept consensus items and Agenda. Changes to April minutes. GM Report: accounts payable to inventory (.84), debt to equity (1.44 with long-term liability) and (.93 with out debt) up to 3/31/09 shared and discussed. Discussion included flat sales for the past 3 to 4 weeks, the expectation is that this will stay the same because of the current economy, better sales from members vs. non-members, reduction of labor (2%) and expenses.

5:49 p.m. Finance Committee Report: Committee met. Current Dashboard with expansion expenditures and funds shared and discussed. L4 Report: Changes shared and discussed. L4.6 and L4.7 current ratios shown are not during expansion mode. Year-to-date vs. quarterly reports discussed. Union Bank 10 year loan with the option to renew in 5 years and a 6.25% interest rate discussed. No concerns. Compliant.

5:55 p.m. Ms Report: Volunteers met and Ingrid reported. Linkage between GM and Board and creating policy concerns shared and discussed. Changes suggested include clarifying verbage otherwise compliant.

5:59 p.m. June Elections: Call for volunteers to help in the election process including; asking people to join the Board, targeting who would be interested, specifically those interested in learning about policy governance, putting together a ballot and publicizing in-store. Bob Hutkins volunteered to co-chair the group with Alisa Kushner, Carla, McCullough and Dave Eckmann participating. In addition, Kelsi Swanson volunteered for targeting via in-store, website, and facebook. Currently there is one open position on the Board. Bob Hutkins will be sending out an email to all current Board members to see if they wish to continue to participate on the Board. Discussion included the possibility of online balloting.

- 6:10 p.m.** GM Presentation on Status of Expansion: Jim Nelson reported that the architecture firm Erickson and Sullivan has been hired. They are a local company, specializing in food establishments and businesses that include food preparation. Geary Engineering is currently reviewing the structural and electrical recommendations of the preliminary blueprint designed by PJ Hoffman, which was displayed. Jim Nelson is currently interviewing various contractors, getting quotes on fixtures and equipment, and is in contact with the telephone company to update the POS system from its current abilities to 8 lines. Changes in bulk space discussed. Also reported; Brewsky's has given permission for Open Harvest to purchase a liquor license. There is still the need to get permission from the city regarding a standing ordinance that an "off-sale" liquor site cannot be within 100 feet of a residence. And Margot Conrad is taking over more of the in-store operation as Jim Nelson is the project manager for the expansion.
Kelsi Swanson reported on her recent contacting of Billy Woodruff regarding merchandizing and space allocation. She reports that he and Aaron Courteau are willing to help with the resets in August.
- 6:29 p.m.** Member Loan Collection Process Report: Miles Bryant reported that the Member Loan Committee was unable to meet this past month, though he did start calling the over 350 members on the VIP List, and the over 150 uncalled individuals and those that have been contact but have been unresponsive. Currently \$200,000. has been pledged with \$177,000. collected. Discussion following included the options of 1) investigating contracting with a company that specializes in professional calling, and 2) investigating contacting members and/or employees who have experience with fundraising to assist in the Member Loan process. Also discussed was the option of Board members contacting local businesses, hospitals, etc. for contributions.
- 6:45 p.m.** Member-Owner Yearly Equity Contribution: Discussion included increasing the membership to \$40 and the option of signing up for 4 years for \$100. All Board members agreed that \$40 was appropriate. The guests were asked their opinions and all agreed that an increase was warranted. Suggestions included beginning the increase in January 2010 and displaying the blueprint designed by PJ Hoffman in-store.
- 6:54 p.m.** Policy Committee Report: Ingrid Kirst reported for last month regarding G1 Governance Process: G1.32 changes from reported quarterly to annually, G4 Board Chairperson's Role: revised in January with annual Board meeting and matching By-laws and calendar, G7 Cost of Governance: changes in compensation and

discounts updated. New updated calendar shared. Move to accept modifications approved.

L9 Owner Recruitment and Outreach: L9.4 added to request numbers to be reported to the Board. Jim Nelson agreed to look in to the item requested and will report at the next Board meeting for approval.

7:05 p.m. CCMA in Pittsburgh: No commitment for any Board member as of yet though Alisa Kushner is interested and will report to Miles Bryant the Thursday deadline.

7:09 p.m. Executive Session

7:40 p.m. Adjourn

Respectfully Submitted,
Mary Rachael

Next Meeting: June 1, 2009 from 5:30 to 7:30 p.m. at Irving Rec Center.