

Open Harvest Board of Directors Meeting Minutes – DRAFT

January 9, 2012, 5:30 – 7:10 p.m.
Irving Rec Center, 2010 Van Dorn Street

- Present** **Board Members:** Carla McCullough, Jon Ihrig, Keith Dubas, Vicki Newman, Maggie Pleskac, Barbara Di Bernard, Miles Bryant, Jon Ferguson, Ingrid Kirst, Steven McFadden, Sara Moshman, Bob Hutkins, John Christensen
- Staff:** Kelsi Swanson, Zack Hamilton, Sherri Clark, Margot Conrad, Mary Rachael
- Member Guests:** Flame Alligator, Melissa Garcia
- Absent:** Gail Kendall, David Murphy
- 5:32 p.m.** Chair, Carla McCullough called the meeting to order, welcomed Guests, Staff, and Board Members, followed by introductions. Announcements included an update on the pending payment reduction requested for a CBLD Membership.
- 5:34 p.m.** Consensus Items: The Minutes of the December BOD Meeting and the Agenda for the January BOD Meeting were introduced for approval. The December BOD Meeting Minutes were approved with changes recommended by GM, Kelsi Swanson. The January BOD Meeting Agenda was approved, with no Reserved Member Comments and the addition of Sherri Clark reporting on Membership.
- 5:37 p.m.** GM Report: Kelsi Swanson shared on behalf of Assistant Deli Manager, Mike Dowty’s recent report on the Store’s current relationship with Sysco and that no ordering from this company is outside of store policy (both food & non-food items), that all products are “clean products,” and that there is a goal of providing nutritional information for deli items. Discussion included the need to label organics and for transparency of GMOs and the use of conventional farming practices which is not sustainable, not non-GMO, and not organic and if Sysco gets their items from conventional farms it is not consistent with the ENDS, which are up for review in February.
- Announcements included looking into renting space at 2 Pillars Church at 1420 South Street. An outline map of the location was distributed and discussion included the price, lease, and availability. Recent bill from Auditor’s Annual Review saved \$2,000. Store is now plastic bag less as of the beginning of January. Holiday Party

for Staff, BOD Members, and Volunteers to be held on February 18th at Margot Conrad's home. New Store Visioning Committee with all managers is forming to plan 3-5 year goals. Wine and Cheese Event sponsored by the Store scheduled for February 15th at The Still. Store commercial is set for March 2012. Seed Swap scheduled for January 28th at Meadowlark. Discussion included mandatory staff training, a vitamin shop that recently opened locally and that Whole Foods has signed a letter of intent for the old LPS District Office Site on O Street.

5:58 p.m. L8 (Executive Succession): GM, Kelsi Swanson reported on the established "chain of command" to be used at any time the GM is unable to serve (planned or emergency absence) to be Margot Conrad, then Melissa Dowty. L8 is seen as compliant.

Accounts Payable as of November 30, 2011 was \$203,602 and the last inventory was \$304,740. This is a ratio of .67. Sales for November were \$404,355. Budgeted Sales for November were \$399,970.68 and Quarterly Budgeted Sales were \$1,199,912.05. Wages and Salaries for November were 18.81% of store sales, or \$76,063. Wages and Salaries budgeted for the 2nd quarter were 19.44% of store sales, or \$78,607. Total Operating Expense for November was 37.03% of store sales, or \$149,737. Total Operating Expense budgeted for the 2nd quarter was 38.75% of store sales, or \$156,688.

6:06 p.m. By-Laws: Miles Bryant reviewed the goals of changing the current By-Laws utilizing the CDS template: Articles I and II by February, Articles III and IV by March, and the rest to be worked on by April in order to have a draft available by the Board Retreat and to have an attorney to review prior to the Member Owner's Annual Meeting. Discussion included reviewing the current Article I, which will stay the same, and Sections 1 and 2 of Article II in relation to the CDS template. Further discussion will continue via emails through Miles Bryant and Vicki Newman with other BOD Members.

6:32 p.m. 3-5 Year Visioning: Those present separated into small groups to brainstorm about ideas for the future then reported back to the Board the ideas discussed. Chair, Carla McCullough will make the ideas available on google.docs.

7:00 p.m. Membership and Outreach Manager, Sherri Clark reported on the Store's Membership for the year 2011, including monthly Member Count, Number of New Members, Number of Renewals, Memberships Redeemed, and Memberships Abandoned.

7:02 p.m. Board Election Committee: The Committee, consisting of Bob Hutkins, Sherri Clark, B.J. Birkel, Keith Dubas, and Carla McCullough, met in December, and reported that an election article was included in the January issue of the Store's newsletter, The Dirt, and that they are currently working on the application, which will be available in-store and online. Deadline for applications is February 20th. Discussion included signage in the store announcing that BOD Members are being sought.

7:07 p.m. Policy Committee Report: No report.

7:08 p.m. Finance Committee Report: No report.

7:10 p.m. The meeting adjourned, with the BOD moving to Executive Session.

Next Meeting: February 6, 2012, from 5:30 – 7:30 p.m., at the Irving Rec Center. The February Agenda will include: Monthly GM Report, Monitor L4 (Financial Condition), ENDS, revise L8 (Executive Succession), and planning for 2012 Board and Staff Retreat. Additional Agenda items are requested two weeks prior to the BOD Meeting. Guest Members may request time during Reserved Member Comments for comments relating to a specific Agenda item for the Meeting by contacting the Chair, Carla McCullough at harvest@openharvest.coop.