

Open Harvest Board of Directors

Approved Meeting Minutes

December 1, 2008, 5:30 – 7:45 p.m. at Irving Rec Center,
2010 Van Dorn Street

Present Ingrid Kirst, Jackie Barnhardt, Tim Arkebauer, Scott Renken, David Murphy, Jim Nelson, Sara Moshman, Keith Dubas, Maggie Pleskac, Bob Hutkins, Mary Jane Gruba, Dave Eckmann, Alisa Kushner, Carla McCullough, Mary Rachael

Absent Alene Swinehart, Gail Kendall, Miles Bryant

5:40 p.m. Accept Consensus items and add items to Agenda
GM Report: accounts payable ratio (.88) to inventory and debt to equity (1 to 1.06) shared and discussed.

5:42 p.m. L1: Sales from July '07 to July '08, including L1.2, L1.2.3 and L1.5 shared and discussed, including: new Two Week Flyer and Co-op Value Flyer shared, New Members totals (354) for Oct. '07 to Oct. '08 and 50% of sales to Members. Announcement of mid-January New Member Campaign. Accepted as compliant
L10: Shared and discussed, including the announcement of the inclusion of the New Member Survey in next newsletter, options of expansion at current site. Accepted as compliant.
L10.2: Referral via GM request unknown at this time due to the economy. No action recommended at this time, though encourages not to “rule out expansion vs. relocation.” Market Studies discussed for future use. Accepted as compliant.

5:55 p.m. Gs (continued from last month):
G1 – Gail Kendall (reported by Ingrid Kirst) re: Governing Style of Board, questioned G1.1, G1.1.2, G1.1.3 and G1.3.1 and discussed. Suggested changes Board approved and changes will be written up by Ingrid Kirst.
G2 – Sara Moshman reported. No changes recommended.
G4 – Tim Arkebauer reported no violations, though questioned G4.2.3 and suggested that G4.4.2 be rewritten. Board approved and changes will be written up by Ingrid Kirst.
G5 – Bob Hutkins reported on Code of Conduct and accepted as compliant.
G6 – Ingrid Kirst reviewed Board Committees Principles and recommended that Committee Charters to be put on the website to remind Committees of their actions.
G7 – Scott Renken reviewed Cost of Governance and reported current fees noted including G7.2.2.2, G7.2.2.3 and G7.2.2.4.

Discussion followed. G7.2.2.6, Board compensation voluntary, discussed and recommendation of elimination of paid compensation. Board agreed to remove and changes will be written up by Ingrid Kirst.

- 6:11 p.m.** Board Calendar: Reviewed. No changes discussed.
- 6:12 p.m.** Board portion of OH website: Ingrid Kirst looked into status and reported it is available for Board members with password access and that updates are needed, including: By-Laws, Committee Charters, current policies and meeting minutes. Discussion included general website and the posting of Approved Meeting Minutes, meeting dates and location, Board Calendar and Policies.
- 6:17 p.m.** Policy Committee Report: Committee did not meet.
Member Loan Committee Report: Committee did not meet.
GM Evaluation and Salary Committee Report: Dave Eckmann, Bob Hutkins and Keith Dubas met via internet and approved increase in salary.
- 6:18 p.m.** GM Update on status of relocation: Discussion included banking options to relocation vs. expansion, and current talks with John Christensen and Amy and Scott Sandquist.
- 6:19 p.m.** Member Loan Campaign: Discussion included the current calling which has brought in \$97,000. as of 5 p.m., 12/1, with projection being \$120,000., average loan is \$1900. Ingrid Kirst and Sara Moshman shared their experiences with calling members.
The issue of the current economy discussed. Jim Nelson shared that the non-member base of sales is going down. Member sales for Thanksgiving week were 65%. Though that week was a record setting week for sales, overall the number of sales, both members and non-members are down overall. Discussion included the need for more options to purchase and more space to sell the needed variety of items. Cost cutting options also shared by Jim Nelson. Loss of profit via expenses and labor with flat sales discussed. Keith Dubas volunteered to write an article for the upcoming newsletter which is being prepared, including the options of relocation, expansion or closing the store. Discussion included the importance of wording in upcoming article re: frustrations, keeping OH vital and how critical the current decisions are. Discussion included the variety of these critical decisions; expansion, relocation and fundraising, including; "survival mode"

vs. expansion, lower rent with a 5 year lease, \$600,00 for expansion vs. \$1 million for relocation.

Several options for fundraising strategies discussed and shared, with options of events suggested by Jackie Barnhardt and Sara Moshman. Further opinions and ideas can be emailed to Keith Dubas.

7:16 p.m. Board Member Actions: Keith Dubas shared his experience and feelings on volunteering. Sara Moshman suggested a name tag request stating that she's a "Volunteer – because I care."

7:19 p.m. Cost Cutting Discussion: Keith recommended the Board not renew the \$5,000./year contract with CBLD. This would mean no access to newsletter and quarterly training options. Keith Dubas has discussed this with Marilyn Scholl and Jim Nelson's discussions with Bill Gerrhar could be fee based. Since the cash flow shows the need for the \$5,000. the Board agreed that the CBLD contract would not be renewed for 2009.

Keith recommended that the Board member discount be reduced for 10% to 5%. Discussion included the option of the reduction of the employee discount. Round table discussion followed with the decision being that the employee discount should stay and the Board member discount be reduced and the Board will look at further reductions in the future if needed.

7:45 p.m. Adjourn

Respectfully Submitted,
Mary Rachael

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