

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, May 4, 2016
6:04 – 8:05 PM
Two Pillars Church, 1430 South Street**

Present: **Board Directors:** Brandé Payne (Board Chair), Megan Jackson (Vice Chair), Mary Hansen (Secretary), Ross Brockley, Barbara DiBernard, Sarah Disbrow, Ellen Dubas, Bob Hutkins, Carla McCullough, Molly Phemister, Nick Svoboda. **Staff Members:** Amy Tabor (General Manager), Brian Furby, Nicole Saville. **Member Owners:** Skylar Falter, Matt Pirog, Paula Shafer (note taker). **Other:** Paula Gilbertson (NCG Development Advisor).

Informed

Absence: **Board Directors:** John Christensen.

Uninformed

Absence: **Board Directors:** None.

6:04 pm **Welcome, Introductions and Announcements:** The board chair called the meeting to order, welcomed board members, staff and member owners. She thanked the directors who are leaving the board for their service and gave each a gift in appreciation.

6:06 pm **Approval of April Minutes, April Executive Session Minutes and May Agenda:** The chair presented the draft April board meeting minutes, the draft April executive session minutes and the May agenda for approval. Changes to the April minutes (there were two minor wording changes to the discussion updating the board about co-op promotions) and the May agenda (the calendar would be discussed but not approved as stated on the agenda) were discussed.

Consensus item: The board approved the April meeting minutes, the April executive session minutes and the May agenda with the discussed changes.

6:06 PM **Reserved Member-Owner Comments:** None.

6:08 PM **Board Education: Starting Off Right with Your New General Manager (GM):** The board discussed a video that each had viewed prior to the meeting. The chair asked for any thoughts or feedback about the video. Some of the points emphasized in the video included:

- Hold monthly informal meetings between the chair and the GM, assuring that the chair not discuss operational issues but rather be a support for the GM and a link to the board.
- Occasionally hold meetings between other board members and the GM to allow her to give feedback, if any, about the chair.
- Provide informal feedback to the GM on a quarterly basis.
- Solicit feedback from the GM about the board's performance.
- Hold the GM accountable with compliance from the beginning of her tenure.

The chair asked the board to provide suggestions on what the GM monthly report should contain in the future. The chair passed around a list to solicit written input. The

report that the GM produced in the interim was reduced in content to minimize her work since she was also performing the duties of the Brand Manager.

Action Item: The Board Operations Committee and the GM will discuss and determine the contents of future GM monthly reports.

GM Monthly Report:

Monitor E - Global Ends:

- **Be a trusted source of responsibly selected and sustainably raised local, organic, and non GMO foods:** The produce department is increasing the its local product every week with start of the growing season. The co-op has started posting on social media on Fridays what is local in produce so that customers can see a quick list of the local offerings. On April 13, the IGM led UNL Professor Chuck Francis's Organic Farming class in a store tour and a one-hour presentation about the co-op's history, business structure and maintaining competitiveness in today's natural foods market. The session ended with an engaging discussion.
- **Affording patrons the opportunity to make informed choices:** Field Day is the backbone of the Co-op Basics program and a brand that is exclusive to NCG co-ops. It is part of a good, better, best strategy that affords patrons more affordable organic options in a wide array of grocery categories. At the beginning of April, Open Harvest took advantage of NCG's promotional pricing and highlighted this exceptional brand by offering a two-week Field Day sale from March 29 – April 12. The co-op sold over \$7,000 worth of product during this period as compared to the average of \$1,500 for two weeks. The co-op also gave away two Field Day prize packages valued at \$100 each to two very happy customers.
- **Promote ecological, social and economic justice and health through good nutrition:** Earth Day promotions filled the days leading up to Earth Day, April 22. Shoppers got a free blue tote bag with a \$25 purchase on April 20, double green man stamps on April 21, and free water refills (5-gallon limit) with any purchase on April 22. Additionally, on April 22, in a promotional/advertising trade, samples of Open Harvest produce, grocery and bakery items were provided along with the "Join the Co-op" and "Local Product Guide" brochures and a \$5 off \$25 coupon to 25 students at a Friday fitness class at Pure Barre Lincoln.
- **Grow member ownership and patronage:** On Tuesday, April 19, Open Harvest had a very successful one-day Owner Appreciation Day. Sales for the day were over \$19,000 exceeding the pre-Thanksgiving sales day in 2015 by a few hundred dollars. Also, the store extended a one-day-only 30 percent discount on all Field Day items to member owners, which was very popular!

Monitor L - Global Executive Constraint: The General Manager must not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles:

The co-op is in compliance on all known legal and ethical practices.

Monitor L1 - Financial Condition and Activities: With respect to the actual, ongoing financial conditions and activities, the General Manager must cause or allow the Cooperative to honor board policies on Ends, to avoid fiscal jeopardy, to be prepared for future opportunities, and to maintain key operational indicators at or above average for our industry:

GM presented the following third quarter (3Q: Jan. 1 – March 31) financial data:

	Sales	Margin	Labor	SPLH	Cash	Days Cash
Budget/goal	\$1,045,497	37.65%	19.2%	n/a	n/a	15 or more
3Q 14/15	\$1,100,525	35.9%	18.9%	\$68.50	\$100,504	14.39
3Q 15/16	\$1,030,706	36.2%	19.8%	\$62.53	\$62,899	5.67
% Chg. PY	(6.34%)	.3%	.9%	(\$5.97)	(37.42%)	(8.72)

Since the beginning of fourth quarter (4Q), weekly sales during the first three weeks of April averaged about \$82,000, or about 8 percent above the goal of \$76,203 per week. The labor goal is 20.83 percent and the co-op is trending at 18.23 percent. Despite a positive sales trend, department managers are already preparing labor reduction plans to match the sales decrease projected for the 4Q. The management team briefly discussed the key indicators (margin, sales, labor and net income) in the 3Q financial statement at the April 26 manager huddle. The GM plans to look deeper into individual department margin and sales in the manager check-ins next week to address both margin discrepancies and strong achievements.

L1.1. Allow operations to generate inadequate net income (negative for 3 consecutive quarters):

Net income for 3Q **(\$4,977)** was trending up from 2Q 2015-16. At the June board meeting, the GM will present a brief summary of the budget assumptions for the next fiscal year and bring a detailed business plan and balanced budget to the July board meeting.

L1.2. Allow liquidity to be insufficient:

In March, the co-op retired \$13,610 (principal plus interest) of member loans, which is reflected in the low days-cash-on-hand figure. To support cash flow, the co-op secured two new loans from board members for the sum of \$2,000 which are due in 2021. The primary goal of the co-op is to carefully match labor and sales and control inventory in order to continue to build cash.

L1.4. Allow late payment on obligations:

No late payments were incurred.

L1.5. Incur new debt beyond trade payables:

With board approval, the co-op secured two new member owner loans for the sum of \$2,000 during third quarter that are due in 2021.

L1.7. Allow tax payments or filings to be overdue or inaccurately filed:

All tax payments and filings were on time.

L1.12. Allow Co-op expenses to exceed net income from operations (NIFO):

The co-op is closely monitoring expenses, spending only what is absolutely needed.

Monitor L2 - Planning and Financial Budgeting: The General Manager must not operate without annual budgets and plans that address intentional and improved Ends accomplishment along with avoidance of fiscal jeopardy:

On June 2, Paula Gilbertson, the department managers and the GM will begin creating a strategic plan and budget for the 2016-17 fiscal year.

The GM started a four-month Consumer Cooperative Management Intensive (CCMI) training on April 20, which takes place via Webex conference calls for most of the program. She will attend the first of two in-person meetings in Seattle, WA on May 9 and 10. Additionally, she will be traveling to Minneapolis for the National Co+op Grocers (NCG) Central Corridor meeting on May 17-19.

Meredith Provance from NCG conducted a Prepared Foods Assessment on April 25 and 26. She will produce a full report over the next few weeks. The IT Manager and Grocery Manager will complete "Priced to Compete," a five-week training through NCG's Co+op U in early May. A more robust pricing strategy will be implemented over the next few weeks. NCG's Dan Hein is scheduled to complete the meat and seafood reset the week of May 23. A grocery reset is tentatively scheduled for June.

Monitor L3 - Asset protection: The General Manager must not allow assets to be unprotected, unreasonably risked, or inadequately maintained:

No changes.

Monitor L4 - Member Owner Rights and Responsibilities: The General Manager must not allow member owners to be uninformed or misinformed of their rights and responsibilities:

No exceptions.

Monitor L7 - Communication to the Board: The General Manager must not allow the board to be uninformed or unsupported in its work:

All reports for the May board meetings were submitted accurately and in a timely manner.

Receipt of Monitoring Reports: The chair requested consensus that the board received the monitoring reports for E, L, L1 (specifically L1.1, L1.2, L1.4, L1.5, L1.7 and L1.12), L2, L3, L4 and L7.

Consensus item: The board accepted receipt of the monitoring reports for E, L, L1 (specifically L1.1, L1.2, L1.4, L1.5, L1.7 and L1.12), L2, L3, L4 and L7.

Other Information Reported by the GM:

The GM is in the process of hiring a part-time Marketing Assistant. She is delaying the hiring a new Brand Manager to reduce labor costs.

May Promotions:

May 1: Lincoln Marathon coupon (Free Honest Tea and Field Day nut bar)

May 5: Double Punch Burrito Day

May 6 – 7: 20 percent off Garden Center

May 8: Mother’s Day Gift Card Drawing

May 17-31: Woodstock Wagon Giveaway

May 25: Give to Lincoln Fundraiser: 5 percent of net sales will be donated to Community Crops

Weekly flash sales in the produce department

6:35 PM

Finance Reports, Education and Discussion:

The GM presented and discussed the monitoring reports for all L1 policies and the Q3 financial reports that had been included in the board meeting package:

Monitor L1 - Financial Conditions and Activities: With respect to the actual, ongoing financial conditions and activities, the General Manager must cause or allow the Cooperative to honor board policies on Ends, to avoid fiscal jeopardy, to be prepared for future opportunities, and to maintain key operational indicators at or above average for our industry:

- **L1.1. Allow operations to generate an inadequate net income (to be negative for 3 consecutive quarters):**

The GM interprets this to mean net income cannot be negative for 3 consecutive quarters.

Net income has been negative for 3 consecutive quarters:

3Q 2015-16 Net Income **\$(4,977)**

2Q 2015-16 Net Income **\$(12,313)**

1Q 2015-16 Net Income **\$(27,338)**

Despite sharing the market with the new competitor Fresh Thyme Farmers Market, the co-op has made significant progress toward profitability. The Management Team worked to keep labor in check and reduce inventory in an effort to match an anticipated 6 percent decrease in sales. Year-to-date sales growth is trending at **(3.92)** percent. At the July 2016 Board meeting, a detailed business plan and balanced budget for the 2016-17 fiscal year will be presented.

The GM asserts non-compliance.

- **L1.2. Allow liquidity (the ability to meet current and anticipated cash needs in timely and efficient fashion) to be insufficient:**

The GM interprets this to mean current and anticipated cash needs must be sufficient. During the 3Q, the focus was on building cash by reducing inventory and cutting payroll expenses. Purchasing budgets for all departments are now based off projected sales and reducing inventory by 14.08 percent compared to 3Q 2014-15. Managers also worked on matching labor to sales goals to keep personnel

expense in check, reducing labor expense by 3.02 percent. In March, the co-op retired the remainder of its member loan balance of \$12,600 plus interest. The focus for co-op management is building cash during the planning of the 2016-17 budget for the next fiscal year.

The GM asserts compliance.

- **L1.3. Allow growth in ownership and owner paid-in equity to be insufficient:**
The GM interprets this to mean that growth in ownership and owner paid-in equity needs to be sufficient to meet the needs of the business. In 3Q, member ownership grew from 2,771 on December 31, 2015, to 2,835 by the end of March, an increase of 64 active member owners or \$1,600 in equity.
The GM asserts compliance.
- **L1.4. Allow late payment of contracts, payroll, loans or other financial obligations:**
The GM interprets this to mean that all payments of contracts, payroll, loans and all other financial obligations will be paid on time. All payments of contracts, payroll, loans and all other financial obligations are being paid on time.
The GM asserts compliance.
- **L1.5. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business:**
The GM interprets this to mean that no debt other than trade payables or other reasonable and customary liabilities will be incurred in the ordinary course of doing business. With board approval, the co-op incurred \$2,000 in new liability to by securing two member owner loans.
The GM asserts compliance.
- **L1.6. Acquire, encumber or dispose of real estate without board approval:**
The GM interprets this to mean that she will not acquire, encumber or dispose of real estate without board approval. The GM has not acquired, encumbered or disposed of real estate.
The GM asserts compliance.
- **L1.7. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed:**
The GM interprets this to mean all tax payments and other government-ordered payments and filings will be paid on time and will be accurately filed. All tax payments and government-ordered filings are paid on time and are accurately filed.
The GM asserts compliance.
- **L1.8. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP):**
The GM interprets this to mean that all financial recording-keeping systems will be adequate and will conform to GAAP. All financial record keeping is adequate and conforms to GAAP.

The GM asserts compliance.

- **L1.9. Allow the absence of a \$100,000 Reserve Fund, or not meet the following conditions:**

The GM interprets this to mean the co-op will have a reserve fund of \$100,000, or meets the following criteria. The co-op has a reserve fund of only \$25,000 but it meets the following criteria:

- **L1.9.1. Allow the Board to be uninformed of the amount and location of Reserve Fund:**
The reserve fund is located in a CD at Union Bank and Trust, Lincoln NE.
The GM asserts compliance.
- **L1.9.2. Allow the disbursement of Reserve Funds without the concurrence of the Board Chair:**
The board chair concurred to allow the co-op to disburse \$75,000 of the reserve fund (\$25,000 on August 4, 2014, \$25,000 on December 3, 2014, and \$25,000 in November, 2015) to supplement cash flow needs of the business.
The GM asserts compliance.
- **L1.9.3. Allow Reserve Funds to remain below \$100,000 for more than one quarter, or three months without Board approval:**
The current balance of the reserve fund is \$25,000 and has been below \$100,000 with board approval since August 2014.
The GM asserts compliance.

- **L1.10. Allow expenditures that deviate materially from Board policies on Ends:**
The GM interprets this to mean that she will not allow for any expenditures that deviate from Board policies on Ends. The GM has not allowed any expenditures that deviate from Board policies on Ends.
The GM asserts compliance.

- **L1.11. Allow the use of restricted funds for any purpose other than that required by the restriction:**
The GM interprets this to mean that she cannot allow the use of any restricted funds for any purpose other than that required by the restriction. The GM has not used any restricted funds for any purpose other than that required by the restriction.
The GM asserts compliance.

- **L1.12. Allow store expenses to exceed net income from store operations (NIFO).**
The GM interprets this to mean that expenses cannot exceed net income from operations (NIFO). At a net ordinary income of **(\$16,168.89)** in the 3Q 2015-16, expenses did exceed NIFO. The GM asked the board to note that the co-op had a positive EBITDAP, which stands for earnings before interest, taxes, depreciation and patronage, of \$10,336.
The GM asserts non-compliance. The 2016-17 business plan to be presented at the July board meeting will present strategies to prevent future negative NIFO.

- **L1.13. Allow quarterly financial reports to be submitted later than the 21st of the**

month (or the first business day thereafter) following the end of each quarter, nor to exclude a one-year history with each report:

The GM interprets this to mean that quarterly financial reports will be submitted to the Finance Committee no later than the 21st of the month following the end of each quarter, and that it includes a one-year history with each report. The 3Q 2015-16 financial reports were sent to the Finance Committee on April 21, 2016 with a one-year history with each report.

The GM asserts compliance.

- **L1.14. Allow an annual financial report to not be delivered to the Board by the October meeting, along with the external audit or review of financial statements:**

The GM interprets this to mean that an annual financial report needs to be delivered to the board by the October meeting, along with the external audit or review that was conducted for the year. The co-op's external accountant delivered the 2015-16 review of financial statements to the board at the October 7, 2015 board meeting.

The GM asserts compliance.

- **L1.15. Allow the Board to be uninformed of member loan payback readiness:**

The GM interprets this to mean that the board needs to be informed of member loan payback readiness. Funds were available to make the final scheduled payment of \$13,610 (principal plus interest) in March 2016. One member owner household number decided to return their loan amount of \$1,000 to the co-op which used the funds to purchase a new tortilla press. At this time, all the member loans from the 2009 expansion project have been paid back to the member owners in full. The co-op incurred two new member owner loans for \$2,000 during third quarter that are due in 2021.

The GM asserts compliance.

- **L1.16. Allow the Board to be uninformed about the following figures nor the one-year quarterly history of said figures*:**

L1.16.1. Debt Coverage Ratio

L1.16.2. Quick Ratio

L1.16.3. Return on Assets

The GM interprets this to mean that the board needs to be informed of the said figures in L1.16.1-L1.16.3 and that there will be a one year quarterly history included.

Period Ended	*Debt Coverage Ratio	*Quick Ratio	*Return on Assets
Goal:	below 3.0	above 1.0	above 1.0
3/31/16	.58	.25	<.77>%
12/31/15	1.10	.18	<2.17>%
9/30/15	<1.39>	.22	<3.28>%
6/30/15	.31	.28	.03%
3/31/15	1.02	.32	1.19%

***Formulas for L1.16:**

$$\text{Debt Coverage Ratio} = \frac{\text{Net Profit} + \text{Non-Cash Expenses} + \text{Member Payments} - \text{Membership Forfeitures}}{\text{Debt}}$$

$$\text{Quick Ratio} = \frac{\text{Cash}}{\text{Current Liabilities}}$$

$$\text{Return on Assets} = \frac{\text{Net Income}}{\text{Total Assets}}$$

The GM asserts compliance.

- **L1.17. Allow the Board to be uninformed about the following figures in the monthly General Manager report:**

- L1.17.1. Accounts payable to inventory ratio with a one-year history.
- L1.17.2. Personnel expense as a percentage of sales as compared to budget and the same period for the previous year.
- L1.17.3. Total expenses as a percentage of sales as compared to budget and the same period for the previous year.
- L1.17.4. Sales Per Labor Hour (SPLH) with a one-year history.

The GM interprets this to mean that the Board needs to be informed of the figures in L1.17.1-L1.17.4 in the monthly General Manager reports.

The figures in L1.17.1-L1.17.4 were not included in all of the Interim General Manager monthly reports as these were not required during the interim period. Moving forward, the GM proposes that these numbers be included in the quarterly financial reports instead of the monthly GM report.

The GM asserts non-compliance.

L1 policies are monitored quarterly by internal report and annually by external review or audit (no later than the October board meeting), except L1.17 which will be monitored monthly. Sub-policies will be judged compliant or non-compliant on an individual basis, and the whole of L1 will be judged for compliance in its entirety quarterly and at the end of the fiscal year.

The GM asserts compliance with all parts of this policy except L1.1, L1.12 and L1.17. The GM asserts plans to remedy non-compliance in the coming quarter.

Receipt of Monitoring Report: The chair requested consensus that the board received the monitoring reports for all L1 Policies.

Consensus item: The board accepted receipt of the monitoring reports for L1.

Action Item: The GM will update board on progress with L1 compliance plans.

A board member noted that the amount of the loans repaid to member owners was reported inconsistently. The GM noted the difference in amount was due to the inclusion of interest with the principal in the larger sum.

Balance Sheets Education presented by NCG Development Advisor Paula Gilbertson:

The development advisor had asked the board to read an article on balance sheets prior to the meeting. She stated that the Board of Directors' job is to oversee the assets of the organization and to evaluate any trends with respect to changes in the assets. Throughout the past four years, Open Harvest has had negative net income. There has been a downward trend over that time period in balance sheet measures. That means that the co-op has devalued by around \$100,000 in that time. It is important to have a positive net income in order to maintain or increase co-op assets.

The current goal is to build a budget for next fiscal year so that the co-op can live within its means. This trend has changed somewhat over the past quarter, but has not yet turned around. Open Harvest then needs to rebuild its reserves.

Open Harvest manages equity from membership dues differently than most other co-ops. The annual membership fees do not have a cumulative limit as other co-ops' fees do. Also, member equity can be forfeited by inactive member owners. Thus, the measure of NIFO rather than just net income is different but is appropriate for Open Harvest. It is important to attain a positive NIFO to encourage others, such as banks, to invest in the co-op.

The NCG advisor said that she usually changes her relationship with boards when a new GM is hired. She will write a new contract to work more directly with the GM and less with the board now that the hiring process is complete. She will support the new GM in the development of a business plan and budget for the coming fiscal year and taper off attending board meetings. Various work is planned with the new GM: revisions to the human resource policies and the Employee Handbook, performing a staff survey, and developing and performing a shopper survey that includes all shoppers, not just member owners.

Discussion: Questions, Concerns and Plans: The chair asked the board to review GM reports prior to the monthly board meeting and email any questions to the chair in advance. This will allow the GM time to research answers to the questions prior to the meeting. It is acceptable for the GM to answer questions at a future meeting if the information is not readily available.

Board members asked the following questions to which the GM and the NCGA advisor provided the following answers:

- How is waste tracked in the new financial reports? Waste is a part of expense. Department managers are asked to meet a target margin. They incorporate waste into their costs while aiming to meet their target margins.
- Why are two types of cost, coupon promotion and promotion, tracked separately? Coupon promotions are tracked apart from all other types of promotions. The promotions category is a catchall for all other types marketing.
- Are coupons efficient? The previous NCG consultant suggested that Open Harvest was doing too many coupons. Coupons can have a high cost, especially if the co-op makes its own. To reduce cost, the co-op uses NCG coupons. Non-coupon promotions, such as the member/owner appreciation days, bring in more money

at a low cost to the co-op.

- Can the co-op afford to donate to CROPS during the Give to Lincoln Day? If CROPS and Open Harvest promote the event well, as planned, it will bring additional shoppers to the store. There is a lot of citywide promotion with multiple non-profits and businesses participating in the Give to Lincoln Day; it's a wonderful opportunity to get in on the fundraising excitement. If the co-op meets its daily weekday sales goal of about \$10,000, the donation will be around \$200.
- Promotional costs, both the amount and as a percentage of sales, increased over last year. Is it worth it? The cost increased because of producing the television commercial. It is difficult to track whether such general promotions add value. There is no way to know if shoppers come into store because of those advertisements.
- How can the co-op balance its budget? The co-op must continue to closely monitor labor as a percentage of sales, since that is its largest expense.

7:35 PM

Board Calendar: Discuss Revised Calendar: The board calendar is now fiscal year based rather than calendar year based. The board retreat will be moved to February next year. While the board plans additional evaluations of the new GM, all but one is informal. Thus only one performance evaluation of the GM is included on the calendar.

The only member engagement events on the calendar are the annual meeting and the election Meet & Greet. There was a suggestion to add more member engagement events; the board will consider doing so in the future. The chair solicited feedback on the calendar from the board over the coming month in order to approve it next month.

Action Item: Board members can email chair with feedback on the board calendar.

7:46 PM

Revise M4: Monitoring General Manager Performance. The chair discussed proposed revisions to the M4 policy to be compliant with the new GM employment contract that she had included in the board meeting package. M4 was changed to state that there will be at least one evaluation, rather than only one. The language concerning a bonus was changed to be optional.

Approval of M4 Policy Revisions: The chair asked for approval of the revised M4 policy.

Consensus item: The board approved the M4 policy revisions.

7:47 PM

Board Operations Committee: The board budget will be presented next month. The Spring Creek Prairie conference room is unavailable on the date of the board retreat. The Denton Community Center and Pioneers Park are available. The chair asked for other suggestions. Auld Pavilion and the Hub Café on Union Plaza were suggested. Other suggestions may be emailed to the chair.

Action Item: Board members can email chair with suggestions for retreat location.

7:51 PM

Election Committee: Results of the 2016 Elections: The election winners were Bob Hutkins and BJ Birkel. There were 192 votes cast, which is fewer than last year. The election committee was asked to email suggestions, if any, for changes to the

procedures to the chair. The committee observed that grouping the ballots helped to shorten the counting process. The committee was dissolved.

7:55 PM

Membership Structures Committee: Member Owner Feedback Report: A report compiling and categorizing member owner feedback received from the recent outreach letter was distributed in the board meeting package.

Board discussion included the following items:

- Are specific actions to the feedback planned? The GM or staff will respond to those who requested a response.
- Should the committee follow up with further outreach to member owners or change its name to Member Engagement?
- Volunteer member owners could participate on this committee which could be responsible for annual meeting and the election.
- The new board will explore the future direction of this committee.

8:00 PM

Liquor License Task Force: Update: The committee and the lawyer are meeting tomorrow, May 5, with the City Planning Department to discuss the possibility of a zoning change for Open Harvest, or if it is possible at all.

8:02 PM

GM Search Committee: Amy Tabor accepted the board offer for the GM position and has signed an employment contract. The committee spent \$1,150 of its approved \$6,000 budget. All of the documentation created for the GM search will be archived for future use. The committee is now dissolved.

A board member suggested that an outreach activity be held in the store so that member owners can meet the new GM. Monthly activities to engage member owners, such as meet a board member, were also suggested.

8:04 PM

Guest Members' Comments: One member owner requested that paper copies of the agenda be provided at the board meetings. The chair will bring copies of the agenda to future meetings.

8:05 pm

Adjourn

Action Item List					
Action Item	Description	Assigned To	Date Opened	Date Due	Date Completed
4/16-1	Update the board on implementation and progress with the L6 compliance plan.	NCG Advisor & GM	4/13/16	Pending	
4/16-2	Review the M policies with the new GM. Encourage him or her to feel comfortable in providing feedback to the board regarding board requests that seem unnecessary or inappropriate.	Board Operations Committee	4/13/16	Pending	
4/16-3	Discuss how to approach a staff survey to be used in the GM performance evaluation with CDS Consulting Co-op Consultant Marilyn Scholl.	Board Operations Committee	4/13/16	6/1/16	
4/16-4	Hold a discussion at the board retreat regarding Board emeritus members' participation in board committees, task forces, etc.	Board Chair	4/13/16	8/6/16	
4/16-7	Meet with the attorney and the planning commission to discuss possible options, if any, regarding rezoning Open Harvest's location.	Liquor License Task Force	4/13/16	5/5/16	
5/16-1	Discuss and determine the contents of future GM monthly reports.	Board Ops & GM	5/4/16	6/1/16	
5/16-2	Update board on progress with L1 compliance plans.	GM	5/4/15	Pending	
5/16-3	Email chair with feedback on the board calendar.	Board	5/4/16	6/1/16	
5/16-4	Email chair with suggestions for the retreat location.	Board	5/4/16	6/1/16	