

**Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, December 6, 2017, 6:00 – 8:00 p.m.
Two Pillars Church, 1430 South Street, Lincoln, Nebraska**

Present:	Board Directors: Brandé Payne (Board Chair), Megan Jackson (Vice Chair), Mary Hansen (Secretary), BJ Birkel, Ross Brockley, John Christensen, Rosina Paolini, Matt Pirog. Staff Members: Amy Tabor (General Manager), Paula Shafer (Board Administrative Assistant). Member-Owners: Brian Furby (also Staff Member), Hannah Bender
Uninformed absence:	Tanika Cooper
6:01 pm	Welcome, Introductions, and Announcements: Due to their attendance at the City Planning Commission Meeting to testify regarding the Text Amendment to the Liquor License Ordinance, the Chair and GM arrived midway through the Board meeting. In the absence of the Chair, the Vice Chair called the meeting to order and welcomed Directors, staff, and Member-Owners.
6:02 pm	<p>Approval of the November Meeting Minutes and the December Agenda; Receipt of the 2017 Annual Member-Owner Meeting Minutes: The Vice Chair presented the draft November Board meeting minutes and the draft December Board meeting agenda for approval, and the draft Annual Member-Owner Annual Meeting minutes for receipt by the Board. The Vice Chair asked approval to rearrange the order of the agenda to first cover items for which the GM and Chair did not need to be present.</p> <p>Consensus Items: The Board approved the November meeting minutes and the December meeting agenda with the changed order.</p> <p>Receipt of 2017 Annual Member-Owner Meeting Minutes: The Board accepted receipt of the Annual Meeting Minutes.</p>
6:02 pm	Reserved Member-Owner Comments: None requested.
6:03 pm	Policy Revision Discussion of L1—Financial Condition and Activities; Assign Two Directors to Review E—Global Ends for Discussion in January: The report on the review of L1 was available electronically to the Board prior to the meeting. No policy changes were recommended. The reporting months for the L1 quarterly reports and the annual report will be included in the Board Calendar. Two Directors volunteered to review revisions to E Policy for discussion at the January Board meeting.

<p>6:07 pm</p>	<p>G3-G5 Policy Revision Discussion: Suggested draft revisions to the G3-G5 Policies were made available to the Board electronically prior to the meeting. The assigned Director reviewed the suggested revisions. The Vice Chair requested approval of the revisions.</p> <p>Consensus Item: The Board approved the suggested revisions to the G3-G5 Policies.</p>
<p>6:12 pm</p>	<p>Finance Committee Report: Financial Training, Review Committee Charter: The Committee report was available electronically to the Board prior to the meeting.</p> <p>The Committee and GM developed a chart of Key Financial Indicators (KFI) for presentation to the Board. The KFI are 14 measures of the co-op’s financial health that will be reported on in either the quarterly L1 reports or the GM monthly reports. Financial training for the Board on use of the KFI Chart will begin at the January Board meeting.</p> <p>The Committee Chair reviewed the Committee Charter, which was made available electronically to the Board prior to the meeting. The Chair noted the addition of financial education to Committee responsibilities. The Board accepted the revised Chapter.</p>
<p>6:26 pm</p>	<p>Member-Owner Engagement Committee Report: Review Committee Report, Annual Meeting Review: The Committee Charter was available electronically prior to the meeting. No changes were recommended by the Committee. The Board accepted the Committee Charter, and discussed improvements for next year’s Annual Meeting.</p> <p>The Chair and GM arrived during the review of the Annual Meeting.</p> <p>The Member-Owner Engagement Committee agreed to review and compile data on past Annual Meetings for planning of future meetings. The Committee will meet in December and begin planning for focus groups to follow up on the engagement activity and complement the upcoming customer survey.</p>
<p>6:49 pm</p>	<p>Board Operations Committee Report: Board Retreat Date, Board Retreat Planning, Planning Commission Meeting Update, Review Committee Charter: The Committee report was available electronically to the Board prior to the meeting.</p> <ul style="list-style-type: none"> ● The Chair announced that the Annual Board Retreat will take place on March 3, 2018. The Board discussed agenda topics to make the Retreat more useful and relevant to specific needs of Open Harvest. The Board Operations Committee will review the ideas further and discuss them with the CBLD Consultant.

	<p>Directors were asked to bring their policy binders to the January Board meeting to receive and incorporate the updated Bylaws and Policy Register.</p> <p>The Chair and GM reported the City Planning Commission approved Open Harvest’s proposed Text Amendment to the City Liquor License Ordinance by a vote of 5 to 4. The Text Amendment now goes to the City Council for approval. Follow-up information will be sent.</p> <p>The Chair announced several trainings in Minneapolis on January 6 for co-op board directors. There is no tuition charge, but directors must pay their own travel costs.</p> <p>The Board Operations Committee Charter was available electronically to the Directors prior to the meeting. The Board reviewed and accepted the Charter.</p>
<p>7:05 pm</p>	<p>General Manager Monthly Report: The GM discussed the monthly report that was available electronically to the Board prior to the meeting. The GM also discussed how the recently approved Bylaw change to the timeline of membership forfeitures would affect financial reporting. This will lead to a full year of equity forfeitures, approximately \$48,000 from about 500 Member-Owners, to occur next quarter. While not actual income, that amount will appear as income from equity forfeitures on the income statement for the second quarter and will reduce total member equity on the balance sheet by the same amount.</p> <p>GM Monitoring Report: E—Global Ends: The GM discussed the E monitoring report which was available electronically to the Board prior to the meeting. Discussion included:</p> <ul style="list-style-type: none"> ● Many Field Day products are organic and reasonably priced, and Field Day sales have steadily increased. The GM would need to analyze whether other product sales, including local products, have declined with the introduction of this co-op brand. ● The Ends report includes all prepared foods as local since the product is prepared in the store. The need for transparency with the challenge of defining “local,” including by competing retail outlets, was discussed. ● The possibility of tracking SNAP sales and participating in the WIC program were discussed. ● The difference of 20 more vendors listed in the Ends report from the Annual report is because vendors who provide products through Lone Tree Foods had been overlooked in the first count. <p>GM Follow-up Report on Non-Compliant Policies L6—Staff Treatment and Compensation, L1—Financial Conditions and Activities, and L5--Engagement of Member-Owners and Customers: The GM discussed the report that was available electronically to the Board prior to the meeting. The report included progress made, deadlines, and plans to reach compliance.</p>

	<p>The Board had no concerns about the GM's report, and requested the GM to continue providing monthly progress reporting on non-compliant policies L6.3, L1, and L5.</p> <p>Consensus Item: The Board approved the GM's Monitoring Report of E-Global Ends as compliant.</p> <p>Receipt of Reports: The Chair requested that the Board accept receipt of the GM monthly report and the monthly non-compliance report on Policies L6.3, L1, and L5. The Board accepted receipt of the GM reports.</p>
7:55 pm	<p>Board Officer Elections: The Chair requested nominations for the election of officers. Vice Chair Megan Jackson was nominated for the position of Chair, Matt Pirog was nominated to the position of Vice Chair, and BJ Birkel to the position of Secretary. Nominations were accepted, and no other nominations were made. A secret ballot per Bylaws protocol was conducted for the election.</p> <p>The following Directors were elected as Officers for the next year: Chair: Megan Jackson Vice Chair: Matt Pirog Secretary: BJ Birkel</p>
8:00 pm	Guest Member-Owner Comments: None
8:01 pm	Review Action Items: The Board reviewed and identified the list of completed, continued and new Action Items. The Secretary will email Directors the revised list.
8:09 pm	Adjourned.