

Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, January 3, 2018, 6:00 – 8:00 p.m.
Two Pillars Church, 1430 South Street, Lincoln, Nebraska

Present:	Board Directors: Megan Jackson (Board Chair), Matt Pirog (Vice Chair), BJ Birkel (Secretary), John Christensen, Tanika Cooper, Mary Hansen, Rosina Paolini, Brandé Payne. Staff Members: Amy Tabor (General Manager), Paula Shafer (Board Administrative Assistant), Emily Brede. Member-Owners: None.
Excused absence	Ross Brockley
Uninformed absence	
6:04 pm	Welcome, Introductions, Announcements: The Chair called the meeting to order and welcomed Directors and staff.
6:05 pm	<p>Approval of December Meeting Minutes and January Agenda; Receipt of the 2017 Annual Member-Owner Meeting Minutes: The Chair presented the draft December Board meeting minutes and the draft January Board meeting agenda for approval with changes.</p> <p>The December minutes' changes were:</p> <ul style="list-style-type: none"> • Add a statement about the board agreeing to require the GM to provide monthly reports on all non-compliance. • Add the information that the Board officer election included nomination of candidates, who accepted their nominations, and that all nominated candidates were elected. <p>The date of the January agenda is changed to 2018.</p> <p>Consensus Items: The Board approved the December meeting minutes and the January meeting agenda with the noted edits.</p>
6:10 pm	Reserved Member-Owner Comments: None requested.
6:10 pm	<p>General Manager (GM) Monthly Report: The GM discussed the monthly report which was available electronically to the Board prior to the meeting. A copy of the recently completed Human Resources Manual was shared with the Board.</p> <p>Non-Compliance Report (L6, L1, and L5): The GM discussed the Non-Compliance Reports which were available electronically to the Board prior to the meeting. The Board and GM discussed how to proceed in the future when actions and progress on a non-compliant policy or sub policy are completed. If the Board agrees the plan toward compliance has been achieved and has no concerns, the GM may cease to report on the policy and compliance will be reviewed when the policy is monitored.</p>

	<p>GM Monitoring Report: L9: Emergency General Manager Succession: The GM discussed the L9 report which was available electronically to the Board prior to the meeting. The GM introduced the interim designated general manager (DM), who has been with the co-op nearly 5 years and has worked in multiple departments.</p> <p>The Chair requested receipt of the GM monthly report and the monthly non-compliance report, and approval of the L9 Report.</p> <p>Consensus Item: The Board approved the L9 Report as compliant.</p> <p>Receipt of Reports: The Board accepted receipt of the GM report and the non-compliance report on Policies L6.3, L1, and L5.</p>
6:33 pm	<p>Policy Governance Training: The Chair led a discussion and activity in which directors analyzed four hypothetical scenarios that potentially require board intervention to reinforce appropriate board action.</p>
7:38 pm	<p>Policy Revision Discussion: Global Ends (Assign 2 BOD to Review L9 for discussion in February): No changes were recommended.</p> <p>Two Directors agreed to review and present the revised L9 Policy at the February Board meeting.</p>
7:40 pm	<p>Board Operations: Board Retreat Planning: The committee report was made available electronically prior to the meeting.</p> <p>Board Retreat Planning: The topics discussed will be the role of board, board responsibilities, board duty of care, and customer service survey results.</p> <p>Future electronic announcements of the Board Operations Committee conference calls with its consultant will include the GM.</p> <p>Text amendment update: In anticipation of the January 29 meeting of the city council, the GM has launched a social media event and weekly e-newsletter blasts to generate support for the amendment. Board members were asked to garner as much support as possible and to attend the meeting.</p>
8:04 pm	<p>Finance: Financial Education Training: A board member overviewed the operational indicators to be included in the GM monthly or quarterly reports to familiarize board members.</p>
8:27 PM	<p>Guest Member-Owner Comments: None.</p>
8:27 PM	<p>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.</p>
8:27 PM	<p>Adjourned.</p>