

**Open Harvest Cooperative  
Board of Directors Meeting Minutes  
Wednesday, March 7, 2018  
Mercy City Church, 1430 South Street, Lincoln, Nebraska**

**Present:** **Board Directors:** Megan Jackson (Board Chair), Matt Pirog (Vice Chair), Ross Brockley, John Christensen, Tanika Cooper, Mary Hansen, Rosina Paolini, Brandé Payne. **Staff Members:** Amy Tabor (General Manager), Paula Shafer (Board Administrative Assistant), Brian Furby. **Member-Owners:** None.

**Absent:** None.

**6:03 PM** **Welcome, Introductions, Announcements:** The Chair called the meeting to order and welcomed Directors and staff. The Chair announced that a director has resigned.

**6:06 PM** **Approval of January Meeting Minutes and February Agenda:** The Chair requested:

- Delay the approval of the draft February Board meeting minutes until April for the Board Operations Committee to review with the CDS consultant; and
- Approval of the March Board meeting agenda with one item postponed to April.

**Consensus Items:** The Board approved the delay of the February draft meeting minutes and the March meeting agenda with one item removed.

**6:10 PM** **Reserved Member-Owner Comments:** None requested.

**6:10 PM** **General Manager (GM) Monthly Report and Non-Compliance Progress Report (L1 and L5):** The GM discussed the monthly report that was available to the Board prior to the meeting, and provided additional updates on store operations.

The L3 Monitoring Report was rescheduled to April with prior Board support, as recommended by the Board Operations Committee. The Chair requested receipt of the Monthly Report and the Non-Compliance Report for L1.1 and L5.

**Consensus Item:** The Board accepted receipt of the Monthly Report and the Non-Compliance Report.

**6:29 PM** **GM Review Planning: Overview of the process and establish GM Review Committee:** The Chair overviewed the process for the GM Review and requested directors to volunteer for the committee. Three directors volunteered and agreed to draft the committee charter for Board approval in April.

**6:37 PM**      **Planning to Monitor M’s: Discussion on monitoring Board-GM Relationship for April:**  
The Board discussed options for how to monitor the M policies, and agreed on a scenario activity during the April Board meeting. Directors agreed to come well prepared for the committee and GM reports next month to accommodate this activity.

**6:43 PM**      **Election Committee: Overview of duties and establish committee:** The election procedures and timeline were overviewed and volunteers were requested for the committee, which is a subcommittee and activity under the Member Owner Engagement Committee. Four directors volunteered to serve on the election committee.

**6:51 PM**      **Board Operations:** The committee report was available to the Board prior to the meeting. The Board discussed options for giving notice to lapsed memberships, and agreed to have two Directors further review the equity forfeiture letter and to propose guidelines on issuing equity redemption requests. Two directors volunteered to work on this and to present options to the Board at a later meeting.

**7:10 PM**      **Liquor License Update:** The City Council voted on February 12<sup>th</sup> to postpone the decision on the Open Harvest Liquor License until May 14<sup>th</sup> allowing the Planning Department to produce other alternatives before the council’s next vote.

**7:20 PM**      **Member Owner Engagement:** The Committee had no additional updates.

**7:20 PM**      **Guest Member-Owner Comments:** None.

**7:20 PM**      **Review Action Items:** The Board was reminded that the CCMA conference is May 31 through June 2 in Portland, OR. The Board Operations Committee will submit an application for two scholarships this year to send the GM and another Director.

The Board discussed filling the recently vacated board seat and agreed to seek out candidates. The Chair will contact three member owners whom the Board agreed could be good candidates, and will recommend someone to be nominated to the Board.

The Chair requested nominations to fill the role of Secretary. Rosina Paolini accepted a nomination, and no other nominations were made.

**Consensus item:** The Board approved Rosina Paolini as Secretary.

The Board reviewed and identified the list of completed, continued and new Action Items.

**7:42 PM**      **Adjourn**