

**Open Harvest Cooperative  
Board of Directors Meeting Minutes  
Wednesday, January 4, 2017, 6:00 – 8:06 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, Barbara DiBernard, Ellen Dubas, Bob Hutkins. **Staff Members:** Amy Tabor (General Manager), Paula Shafer (Board Administrative Assistant). **Member-Owner:** Matt Pirog.

**Informed**

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

**Uninformed**

**Absence:** None.

**6:02 pm** **Welcome, Introductions, Announcements:** The Chair called the meeting to order and welcomed board members, staff, and Member-Owners. Board members were reminded of the upcoming board election and asked to recruit candidates to run for election. See the later agenda item.

**6:03 pm** **Approval of December Meeting Minutes and January Agenda:** The Chair presented the draft December board meeting minutes with minor grammatical changes and the January agenda for approval.

**Consensus Items:** The board approved the December meeting minutes with the minor grammatical changes and the January agenda with no changes.

**6:04 pm** **Reserved Member-Owner Comments:** None.

**6:04 pm** **General Manager (GM) Monthly Report:** The GM and board discussed the GM's report which was available electronically to the board prior to the meeting. The GM reported that sales in December were up. Automated cooler monitors will be installed in January; the GM will check whether the Co-op's insurance premium can be discounted as a result. The GM noted that she included articles in the Winter Edition of the Dirt Newsletter summarizing the Global Ends report and the implementation of the livable wage for staff.

**GM Follow-up Report on Non-Compliant Policies (L1.1, L1.12, Global Ends):** The GM's report was available electronically to the board prior to the meeting. She reported that she continues to address non-compliance with the same plan previously outlined. Sales have improved recently. Close monitoring of sales, margin, labor and expenses continues.

**L9 – Emergency General Manager Succession Plan Policy Monitoring Report:** The GM reviewed her emergency succession plan which was available electronically to the board

prior to the meeting. The GM asserted compliance with the L9 Policy.

**6:25 pm**      **Receipt of Reports:** The chair requested acceptance of the GM monthly report and follow-up report on non-compliant L1.1, L1.12, and Global Ends Policies. The board acknowledged receipt of the monthly report and the follow-up report on non-compliant policies.

**Consensus Item:** The Chair asked approval of the GM’s L9—Emergency General Manager Succession Policy Monitoring Report as compliant. The board approved the report as compliant.

**6:26 pm**      **Approval of L1 – Financial Condition and Activities Policy Revisions:** The Chair asked for comments on the revised L1 Policy which was available to the board electronically prior to the meeting and discussed the previous month. None were given. The Chair asked the board to approve the revised L1 Policy.

**Consensus Item:** The board approved the revised L1 Policy. The GM will use the new L1 Policy to prepare next month’s L1 Policy monitoring report.

**6:34 pm**      **Policy Revision Discussion: E – Global Ends:** The Chair asked if there were any suggestions for revision of the Global Ends Policy. The relationship between the policy and the Co-op’s buying guidelines were discussed. The GM explained that the buying guidelines prioritize natural, organic, and local product, but do not preclude the purchase of other products. The board agreed to further conversation of the Global Ends Policy at the board retreat or subsequent board meetings.

**6:52 pm**      **Revised Committee Charters:** The draft versions of the updated Finance, Board Operations, and Member-Owner Engagement committee charters were made available electronically to the board prior to the meeting. These were reviewed and discussed; minor changes were suggested. The board approved the three charters with the discussed changes. The Liquor Task Force charter will be presented for approval at the February board meeting.

**Consensus Items:** The board approved the revised committee charters.

**7:00 pm**      **Board Operations Committee Report: Board Retreat Planning:** The Chair announced February 25 as the date for the board retreat. A board member’s offer to host the retreat at her home was gratefully accepted. The Chair reported that the Committee held their monthly conference call with the CBLD Consultant Marilyn Scholl. The CBLD quarterly report was available to the board electronically prior to the meeting.

**7:05 pm**      **Finance Committee Report:** The Finance Committee arranged to meet on January 25 at 5:30 p.m. to review the quarterly financial report.

**7:05 pm**      **Member-Owner Engagement Committee: Board Elections Update:** The election committee reported that an article in the next edition of the Dirt will announce the

election, solicit candidates, and describe the process to run. Announcements have also been included in the weekly emails to Member-Owners. The committee chair requested that the board members suggest and/or contact potential candidates to run for the board.

- 7:10 pm**      **Liquor License Task Force Report:** The GM and Chair will attend the City Council meeting on January 9 to advocate for the text amendment to the city ordinance and to present over 1,000 signatures in support of a liquor license for Open Harvest. The meeting will be open to the public.
- 7:21 pm**      **Policy Governance Training: Quick Review:** The chair asked if board members had any further questions or comments regarding policy governance and the handout which was distributed last month and was available electronically available to the board prior to the meeting. The Chair provided further clarification on the principle of board holism.
- 7:25 pm**      **Strategic Conversation: Linkage with Member-Owners:** The board discussed an article on linkage with members that was distributed electronically prior to the meeting. To engage and link with Member-Owners and to face increased market competition, the board and GM discussed possible strategies such as providing excellent customer service, developing shopper relationship with staff, exploring new trends in food retailing, marketing of local and organic foods, maintaining co-op values, and creating new avenues to link with Member-Owners.
- 7:56 pm**      **Review Outstanding Action Items:**
- Changed Action Items:**  
                  10/16—3 Merge with Action Item 8/16—3.
- Completed Action Items:**  
                  7/16—2 The board approved the revised L1 Policy.  
                  10/16—2 The Chair led a board strategic discussion of member-owner engagement.  
                  12/16—1 The board approved the Board Operations Committee Charter.  
                  12/16—2 The board approved the Finance Committee Charter.  
                  12/16—3 The board approved the Member-Owner Engagement Committee Charter.  
                  12/16—4 The board discussed the Policy Governance handout.
- New Action Items:**  
                  1/17—1 The board will continue discussion of Global Ends Policy revisions.  
                  1/17—2 The Chair will present a revised charter for the Liquor License Task Force at the next board meeting.  
                  1/17—3 The Chair will work with the CBLD consultant to develop the retreat agenda.  
                  1/17—4 The Finance Committee will meet to review the quarterly financial report.  
                  1/17—5 Board Operations Committee will discuss continuing the Member-Owner Engagement strategic discussion at the board retreat with the CBLD consultant.

**Guest Member-Owners' Comments: None.**

**8:06 pm      Adjourned**

Action Item	Description	Assigned to	Date Opened	Date Due
8/16 – 3	Determine legal requirements regarding audits for board discussion.	GM	8/3/16	5/17
1/17—1	Continue discussion of Global Ends Policy revisions.	Board	1/4/17	2/25/17
1/17—2	Present a revised charter for the Liquor License Task Force at next board meeting.	Chair	1/4/16	2/1/17
1/17—3	Work with the CBLD consultant to develop the retreat agenda.	Chair	1/4/17	2/1/17
1/17—4	Meet to review the quarterly financial report.	Finance Committee	1/4/17	1/25/17
1/17—5	Discuss continuing the Member-Owner Engagement strategic discussion at the board retreat with the CBLD consultant.	Board Operations	1/4/17	1/17/17