

**Open Harvest Cooperative  
Board of Directors Meeting Minutes  
Wednesday, May 2, 2018  
Mercy City Church, 1430 South Street, Lincoln, Nebraska**

**Present:** **Board Directors:** Megan Jackson (Board Chair), Matt Pirog (Vice Chair), Rosina Paolini (Board Secretary), Ross Brockley, John Christiansen, Aaron Druery, Mary Hansen, Brandé Payne. **Staff Members:** Amy Tabor (General Manager), Elizabeth Norris (Food Service Manager), and Paula Shafer (Board Administrative Assistant). **Member-Owners:** Janet Squires and Brian Furby (also staff member).

**Absent:** Tanika Cooper

**6:02 PM** **Welcome, Introductions, Announcements:** The Chair called the meeting to order and welcomed Directors and staff.

**6:05 PM** **Approve Appointment of New Director:** The Chair requested approval of the appointment of the new director to the Board.

**Consensus item:** The Board approved the appointment of the new director.

**6:06 PM** **Approval of April Meeting Minutes and May Agenda:** The Chair requested approval of the April meeting minutes and the May agenda.

**Consensus Items:** The Board approved April meeting minutes and the May meeting agenda.

**6:07 PM** **Reserved Member-Owner Comments:** None requested.

**6:07 PM** **General Manager (GM) Monthly Report, L1 Monitoring Report and Non-Compliance Progress Report (L1 and L5):** The GM discussed the monthly report which was available electronically to the Board prior to the meeting. In addition to the report, the GM introduced the newly hired food service manager, who has already started making improvements.

The GM discussed the L1 Monitoring Report which was available electronically to the Board prior to the meeting. The Board and the GM discussed whether the metrics provided in L1.4 are a reasonable interpretation of the policy since one metric falls outside the National Co-op Grocers (NCG) assessment recommendation. The Board and GM agreed that the sub-policy is compliant if the financial results meet targets or are improving, which this metric does. L1.1 and L1.2 were reported out of compliance, with a plan for achieving compliance; the GM will continue to submit monthly progress

reports for these sub-policies.

The GM discussed the Non-Compliance Progress Report (L1 and L5) which was available electronically to the Board prior to the meeting.

The Chair requested acceptance of the Monthly Report, the L1 Monitoring Report, and the Non-Compliance Progress (L1 and L5) Report.

**Consensus Item:** The Board accepted the Monthly Report, the L1 Monitoring Report, and the Non-Compliance (L1 and L5) Progress Report.

**6:33 PM Strategic Conversation: NCG Assessment:** The board and the GM discussed the condensed NCG assessment report which was available to the board electronically prior to the meeting. The discussion provided information and no decisions were made this month.

**6:59 PM Review Board Calendar and Board Budget:** The board and the GM discussed the Board Calendar and Board Budget available to the board electronically prior to the meeting. The discussion provided information and no decisions were made this month.

**7:16 PM Extended Monitoring of Ms: Board-GM Relationship Discussion:** Last month teams of Board members were assigned to review M policies to recommend changes, if necessary. However, the teams did not evaluate the Board's efficacy in adherence to those policies. The Chair requested that the same Board teams revisit their assigned policies to self-monitor the Board's adherence to the M policies. The Board will discuss the Ms again in June.

**7:21 PM Finance Committee:** The committee Chair discussed the committee report that was available to the Board electronically prior to the meeting.

The Finance Committee recommended the GM provide to the Board a monthly spreadsheet of financial data from FY2018 and FY2017 as further monitoring on non-compliance for L1.1 and L1.2. The Chair requested Board approval of the inclusion of the spreadsheet in the Board's monthly electronic reports.

**Consensus item:** The Board approved the addition of the spreadsheet to its monthly Board electronic reports.

The Board discussed whether the timeline for the annual financial review or audit. Since the Bylaws require an audit every 5 – 7 years and the last audit was completed in 2012, the Board agreed to a review this year and an audit in 2019.

**7:33 PM**      **Board Operations:** The committee Chair discussed the committee report that was available to the Board electronically prior to the meeting. An update on Open Harvest’s application for a liquor license also was discussed. The City Council will vote on the amendment at the May 14<sup>th</sup> meeting.

**7:45 PM**      **Election Committee:** The committee Chair discussed the committee report that was available to the Board electronically prior to the meeting. The committee revamped the election process and proposed changes for Board approval.

The Chair asked for acceptance of the proposed election process changes.

**Consensus item:** The Board accepted the changes.

**8:08 PM**      **Guest Member-Owner Comments:** One guest stated that he has recently shopped at a competitor grocery store and found it to be less appealing than Open Harvest.

Another guest expressed concern for how the store is changing, and commented about recent experiences in the store. The GM asked to meet with the Member Owner to discuss further and for her feedback.

**8:11 PM**      **Review Action Items and Meeting Reflections:** The Board reviewed and identified the list of completed, continued and new Action Items. Directors each shared a topic or highlight from the meeting to share with Member Owners.

**8:21 PM**      **Regular Board Meeting Adjourned to Executive Session**