

**Open Harvest Cooperative
Board of Directors Meeting
Wednesday, November 2, 2016 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), Ross Brockley, BJ Birkel, John Christensen, Barbara DiBernard, Bob Hutkins, Ellen Dubas. **Staff Members:** Amy Tabor (General Manager), Brian Furby. **Member-Owners:** None.

Absences: None.

6:00 pm **Welcome, Introductions and Announcements:** The Chair called the meeting to order and welcomed board members and staff.

6:03 pm **Approval of November Agenda:** The Chair presented the draft November agenda for approval.

Consensus Item: The board approved the November agenda.

Approval of October Meeting Minutes: The Chair discussed that prior to the meeting the board electronically had received two versions of the October meeting minutes. The first version reflected the current format of meeting minutes which includes the full text of the General Manager (GM) reports and frequently other selected reports, background information, and summarized meeting discussions. The second version reflects a streamlined format of agenda items focusing on board decisions and actions. It is strongly recommended that board meeting minutes be a record of board decisions and reflect the actions taken rather than trying to be a transcript of the meeting. As it is very difficult to document every discussion and comment during each meeting, the streamlined version focuses on the actions taken and decisions made. As always, board meetings are open to the public and the Board strongly encourages Member-Owners to attend.

6:20 pm **Consensus Items:** The board approved the newly proposed format for board meeting minutes and the corresponding version of the October minutes.

6:21 pm **Reserved Member-Owner Comments:** None.

6:22 pm **General Manager Monthly Report:** The board and GM discussed the GM's report which was available electronically to the board prior to the meeting. The GM reviewed the areas of finance, membership, operations, promotions, goal progress and compliance progress.

Receipt of the GM's Monthly Report: The Chair asked that the board acknowledge the receipt of the GM's monthly report. The board acknowledged receipt of the GM's report.

GM Follow-up Report on Non-Compliant Policies (L1.1, L1.12): The follow-up report was included in this month's L1 Monitoring Report.

L1 Policy Monitoring Report—Financial Condition and Activities: The GM presented the L1 policy monitoring report and the first quarter financial report which were available electronically to the board prior to the meeting. The GM asserted compliance with all L1 policies except for L1.1 and

L1.12. She stated that she is addressing L1.1 and L1.12 non-compliance by monitoring, analyzing and improving the key financial indicators of sales, margin, labor and expenses. She reviewed her plan for compliance that was available electronically to the board prior to the meeting.

6:55 pm Receipt of the L1 Monitoring Report: The Chair asked that the board acknowledge receipt of the L1 monitoring report with the continued non-compliance of L 1.1 and L 1.12 and with the plan for compliance.

Acknowledgement of Receipt of L1 Monitoring Report: The board acknowledged receipt of the L1 monitoring report with the continued non-compliance of L 1.1 and L 1.12 and with the plan for compliance.

6:56 pm Policy Revision(s): L5--Engagement of Member-Owner Rights and Customers and G Policies (G 1-8)—Board Process: No revisions were presented.

6:56 pm Board Operations Committee Report: The Chair informed board members that an email poll for the date of next board retreat would be sent soon. The GM noted that a February or March date would work better for planning timelines. The Chair announced that Policy Governance training would take place at next month's board meeting. She asked board members to email her with any specific requests or suggestions of focus for the training. The Chair lead a discussion regarding the renewal of the 2017 CBLD contract. Cost and benefits were reviewed.

7:08 pm Consensus Item: The board approved renewal of the 2017 CBLD contract.

7:09 pm Finance Committee Report: The Finance Committee met on November 1 and reviewed the first quarter financial report. The committee led a discussion of L1 Policy revisions and agreed to present revision options at the December board meeting. Proposed revisions will be presented at the January board meeting.

7:13 pm Membership Structures Committee Report: 2016 Annual Meeting Discussion and Wrap-up: A report on the Annual Meeting was available electronically to the board prior to the meeting. The board discussed the report and evaluated the meeting. In attendance were 106 Member-Owners representing 67 households (member-owner numbers). The meeting included volunteer recognition as planned. Expenses came in under budget. Successes and suggestions for improvements were noted.

The draft Annual Meeting Minutes were available electronically to the board prior to the meeting. The Chair asked the board for comments and acceptance of the draft meeting minutes.

7:20 pm Acceptance of Draft 2016 Annual Meeting Minutes: The board accepted the draft meeting minutes which will be posted on the Open Harvest web site in draft form and presented for final approval at next year's annual meeting.

7:22 pm Strategic Conversation: Linkage with Member-Owners: Due to time, this conversation was postponed to an upcoming board meeting.

7:22 pm Board Committee Discussion: Review/Revise Committee Charters and Planning: The Chair listed the current standing board committees as Finance, Membership Structures and Board Operations. The Finance Committee will continue to meet quarterly. The Finance Committee Chair agreed to continue in her position for the next quarter after which chair responsibility will pass to another committee member. Following a discussion of options, the name of the Membership Structures Committee was changed to the Member Engagement Committee. The committee chair will draft and present a new charter at the December board meeting.. Member Engagement will have responsibility for the board election and the annual meeting. No changes were made regarding the Board Operations Committee.

Consensus Item: The board approved the change in the name of the Membership Structures Committee to the Member Engagement Committee.

7:41 pm Board Officer Election: The Chair reminded the board that the current board leadership was willing to continue in their respective positions and asked for any additional nominations for board officers. None were made. The Chair distributed ballots for the election. The current board officers were re-elected unanimously.

7:47 pm Review Outstanding Action Items

Changed Action Items:

7/16—2 The due date to present the L1 Policy revisions was changed to 1/4/17.

8/16—3 The due date for researching legal requirements regarding audits was changed to 5/17.

Completed Action Items:

9/16—1 Membership Structures Committee completed planning and arrangements for the Annual Meeting.

9/16—2 Recognition of volunteer Member-Owners was included in the Annual Meeting program.

9/16—3 The Chair and GM sent thank-you cards to the volunteer Member-Owners.

10/16—1 The Finance Committee met and reviewed the first quarter financial report.

New Actions Items:

11/16—1 The Chair will poll the board to select a date for the next board retreat.

11/16—2 Board members will email the Chair with policy governance training requests/suggestions.

11/16—3 The Chair will return the 2017 CBLD contract.

11/16—4 The board will discuss L1 Policy revision options.

11/16—5 The Chair will write an article about the board election for the December Dirt newsletter.

11/16—6 The Member Engagement Committee will draft a new charter for the Member Engagement Committee.

11/16—7 The Member Engagement Committee will initiate the board election process.

7:57 pm Guest Member-Owner Comments: Additional comments were made regarding the Annual Meeting.

8:00 pm Adjourned

Action Item	Description	Assigned to	Date Opened	Date Due
7/16 – 2	Present proposed L1 policy revisions for approval.	Finance Committee	7/6/16	1/4/17
8/16 – 3	Research legal requirements regarding audits.	GM	8/3/16	5/17
10/16--2	Plan strategic discussion of Member-Owner engagement.	Chair	10/5/16	12/7/16
10/16—3	Plan strategic discussion of a financial audit versus a review.	Chair	10/5/16	5/17
11/16—1	Poll the board to select a date for the next board retreat.	Chair	11/2/16	12/7/16
11/16—2	Email Chair with policy governance training requests/suggestions.	Board	11/2/16	12/7/16
11/16—3	Return 2017 CBLD contract.	Chair	11/2/17	11/30/16
11/16—4	Discuss L1 policy revision options.	Board	11/2/16	12/7/16
11/16—5	Write an article about the board election for the December Dirt newsletter.	Chair	11/2/16	12/1/16
11/16—6	Draft a charter for the Member Engagement Committee.	Member Engagement Committee	11/2/16	12/7/16
11/16--7	Initiate the board election process.	Member Engagement Committee	11/2/16	12/7/16