

Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, September 5, 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, Mary Hansen, Brande Payne, Aaron Druery. **Staff Members:** Amy Tabor (GM), Elizabeth Norris, Amy Gerdes (Board Administrative Assistant). **Member-Owners:** Jen Burianek

Absent: Tanika Cooper, John Christensen (Uninformed)

6:01 pm **Welcome, Introductions and Announcements:** The Chair called the meeting to order and welcomed Directors, staff members, and guests to the board meeting.

6:05 pm **September Agenda and August Minutes:** The Chair requested approval of the August minutes and the September meeting agenda.

Consensus Items: The Board approved September agenda and August minutes.

6:07 pm **Reserved Member-Owner Comments:** None requested

6:07 pm **General Manager Reports:** The GM discussed the monthly report that was available electronically to the Board prior to the meeting. The GM also reported that the annual financial review has been completed by an independent accountant, but has been stalled because of issues receiving 2017 CAM reports from the landlord. The GM has pressed for these numbers, which should have been received within one year's time.

The GM presented the Compliance Monitoring Report for L1.1, L1.2, L1.5 and L5 that was available electronically to the Board prior to the meeting. L5 is now in compliance and will drop off the compliance report.

The GM discussed the Monitoring Report for L4 – Member-Owner Rights and Responsibilities that was available electronically to the Board prior to the meeting. The GM asserted non-compliance on L4 Global due to decreased owner participation, and will report monthly progress to the board on plans for compliance. The GM requested Directors revise L4.3 to include more guidance

about patronage and determining dividends. Two Directors were assigned to review the policy for change.

The GM discussed the Monitoring Report for L5 – Engagement of Member-Owners & Customers that was available electronically to the Board prior to the meeting. Compliance was reported on L5.

The Chair requested that the Board acknowledge receipt of the Monthly GM Report, the Compliance Monitoring Report and the L4 Monitoring Report, and requested approval of compliance for L5 Monitoring Report.

Consensus Item: The Board accepted receipt of the Monthly Report, the Compliance Monitoring Report, and the L4 Monitoring Report, and approved the L5 Monitoring Report.

6:31 pm Policy Revisions: Two Directors were appointed to review L4 and L5 for revision.

6:33 pm Board Self-Evaluation Planning (Monitoring the Gs): The Board Chair discussed using a self-evaluation survey to monitor the Gs in October. The survey also will be taken by the GM to provide feedback to the Board on our work. Directors agreed to this process for monitoring.

6:37 pm Review/Plan for Annual Board Priorities: The Board reviewed the goals and priorities that were set at the Board's Annual Retreat and discussed progress or improvements that were desired.

7:02 pm Annual Report Planning: Theme for Chair Update The Board discussed the idea of progress and goals as a theme for the Chair's update in the Annual Report.

7:08 pm Approve Slate of Candidates: The Chair reported that all candidates for the Board have met the requirements and eligibility, and requested approval of the slate of candidates.

Consensus Item: The Board approved the slate of candidates for election. The slate includes Aaron Druery, Jennifer Burianek, Sally Hillis, Corey Rumann, and Skylar Mosby.

- 7:11 pm Strategic Conversation (Cont'd): CCMA Presentation** A Director continued their presentation on workshops and information from the CCMA conference they attended this summer.
- 7:39 pm Capital Campaign Committee Report:** The Board discussed updates presented in the Capital Campaign Committee Report that was made available electronically prior to the meeting.
- 7:48 pm Annual Meeting Committee Report:** The Committee Chair shared updates to the Annual Meeting and summarized details presented in the report that was submitted.
- 8:04 pm Board Operations Committee Report:** The committee report was available to the Board electronically prior to the meeting. The Board discussed how to align board terms and agreed this should be done among the new directors that will be elected.
- 8:11 pm Review Action Items and Meeting Reflections:** The Board discussed Action Items, and shared reflections on the meeting.
- 8:20 pm Guest Member-Owner Comments:** None.
- 8:20 pm Adjourn**