

**Open Harvest Cooperative**  
**Board of Directors Meeting Minutes**  
**Wednesday, August 1, 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 Christensen, Aaron Druery, Mary Hansen, Brandé Payne. **Staff Members:** Amy Tabor (General Manager), Paula Shafer (Board Administrative Assistant). **Member-Owners:** Jen Burianek, Sally Hillis, Skylar Mosby, Corey Rumann

**Absent:** Tanika Cooper

**6:07 PM** **Welcome, Introductions, Announcements:** The Chair called the meeting to order and welcomed Directors, staff, and the member-owner candidates for election to the Board.

**6:09 PM** **Approval of July Meeting Minutes and August Agenda:** The Chair requested approval of the July meeting minutes and the August agenda.

**Consensus Items:** The Board approved July meeting minutes and the August meeting agenda.

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

**6:10 PM** **General Manager (GM) Reports:** The GM discussed the monthly report which was available electronically to the Board prior to the meeting. In addition to the report, the GM also shared updates on the Double up Food Bucks program, staffing, and sales.

The GM presented the Compliance Monitoring Report for L1.1, L1.2, and L5, which was available electronically to the Board prior to the meeting.

The GM discussed the Monitoring Report for L1 (Financial Conditions and Activities) which was available electronically to the Board prior to the meeting. She asserted non-compliance for L1.1 because margin, while positive, did not meet goal. She asserted non-compliance for L1.2 due to negative sales growth and for L1.5 due to negative owner growth numbers. Owner equity is steady. The Board requested the GM continue providing monthly compliance progress reports for L1.1, 1.2, and 1.5.

The Chair requested that the Board acknowledge receipt of the Monthly GM Report, the Compliance Monitoring Report for L1.1, L1.2, and L5, and the L1 Monitoring Report.

**Consensus Item:** The Board accepted receipt of the Monthly Report, the Compliance

Monitoring Report, and the L1 Monitoring Report.

- 6:23 PM**      **Policy Revisions: L7, L8, and L2:** The Board Members who reviewed policies L7, L8, and L2 recommended that no revisions be made at this time.
- 6:24 PM**      **Bylaws Review: Proposed amendment to Sections 4.1 and 4.9 (CONSENSUS ITEM)**  
The Board discussed the proposed by-laws amendments that were available to the Board electronically prior to the meeting.
- The Chair requested that the Board approve the proposed amendment to Sections 4.1 and 4.9 of the Bylaws. Upon recommendation of the Election Committee, this amendment may be enacted.
- Consensus Item:** The Board approved the proposed amendments to Sections 4.1 and 4.9 of the Bylaws.
- 6:38 PM**      **Approve Capital Campaign:** The GM reviewed financial projections with the Board for a \$170,000 Capital Campaign for store improvements. The Board supported the capital campaign plan and acknowledged the financial projections are based on reasonable, but uncertain assumptions subject to risks that actual results may adversely vary from projections.
- The Chair requested that the Board approve a \$170,000 Capital Campaign.
- Consensus Item:** The Board approved the \$170,000 Capital Campaign.
- 7:32 PM**      **CCMA Presentation:** The Vice Chair shared and discussed a report summarizing his experience at the CCMA conference which was available to the Board electronically prior to the meeting.
- 7:44 PM**      **Capital Campaign Committee:** The committee report was available to the Board electronically prior to the meeting. No further discussion was needed.
- 7:48 PM**      **Annual Meeting Committee: Appointments and Preliminary Planning:** A Director agreed to schedule a committee meeting to begin planning and coordinating the Annual Meeting.
- 7:53 PM**      **Board Operations:** The committee report was available to the Board electronically prior to the meeting. No further discussion was needed.
- 7:56 PM**      **Board Elections:** The committee report was available to the Board electronically prior to the meeting. No further discussion was needed.

**7:58 PM**      **Review Action Items:** The Board discussed Action Items, and shared reflections on the meeting. Guest board candidates were invited to share their observations and to ask questions about the Board’s work.

**8:17 PM**      **Guest Member-Owner Comments:** None

**8:17 PM**      **Adjourn**