

Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, November 7th, 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, John Christensen **Staff Members:** Amy Tabor (GM), Amy Gerdes (Board Administrative Assistant) **Member-Owners:** None

Absent: None.

6:04 pm Welcome, Introductions and Announcements: The Chair called the meeting to order and welcomed Directors, Staff, and Member-Owners to the board Meeting.

6:05 pm November Agenda and October Minutes: The Chair requested approval of the October Minutes and the November Agenda.

Consensus Item: The Board approved the November Agenda and the October Minutes.

6:05 pm Reserved Member-Owner Comments: None requested

6:05 pm General Manager Reports: The GM Monthly Report and Compliance Monitoring Report for L1.2, L1.5 and L4 were available to the Board prior to the meeting and presented with no changes. The Board had no concerns about the progress made with the compliance plans.

The Monitoring Report: L1 Financial Condition and Activities was available to the Board prior to the meeting and presented by the GM. The operational definition for L1.1 in regards to operations generating adequate net income was changed from reporting on Margin to reporting on Margin Minus Labor (MML) as a stronger indicator to measure profitability. The Board discussed and supported the change, and agreed to add MML to the next financial education training. Supporting documents for L1 Monitoring including the key financial indicators matrix and spreadsheet also were made available to the Board prior to the meeting. The GM asserted compliance on all part of policy except for L1.2 and L1.5, and provided a plan to reach compliance. Progress on the plan will be reported monthly in the GM's Compliance Monitoring Report.

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

Consensus Item: The Board accepted receipt of the reports.

6:29 pm G1 - G8 Policy Revisions: Directors reviewed the G policies prior to the board meeting and submitted a proposed revision to G6.4 requiring the Vice Chair to facilitate board meetings at least once, not twice per year. Discussion followed and the board supported changing the policy to reduce the number of times the Vice Chair facilitates meetings from twice per year to at least once per year.

Consensus Item: The Board approved the revisions to G6.4.

6:36 pm NCG Participation Report Discussion: The NCG Participation Report was available to the Board prior to the meeting. Directors discussed the report as a strategic conversation to better understand the relationship between the co-op and NCG, the resources NCG provides and how Open Harvest utilizes them, and compliance standards.

7:01 pm Capital Campaign Committee: The committee gave a verbal report and agreed to hold a meeting this month.

7:03 pm Annual Meeting Committee: The committee gave a verbal report on the Annual Meeting attendance and the vote to change bylaws. The Board of Directors provided feedback on the event and agreed to submit a written report to capture the feedback, details of the event, and attendance.

7:32 pm Board Election Committee: The election committee gave a verbal report on the Board Election with focus on number and type of votes cast. The GM requested voter tracking to compare numbers from year to year.

7:36 pm Finance Committee: The committee gave a verbal report on its last meeting and the operational definition change of L1.

7:38 pm Board Operations Committee Report: The committee report was available to the Board prior to the meeting and presented with no changes. Tanika Cooper submitted a letter of resignation from the Board on November 3rd. The Chair requested the Board accept the resignation. Directors were appointed to review committee charters.

Consensus Item: The Board accepted the Director's resignation.

7:52 pm Review Action Items and Meeting Reflections: The Board discussed Action Items and shared reflections on the meeting. Directors thanked and recognized retiring board members for their service and individual contributions to Co-op.

8:14 pm Guest Member-Owner Comments: None

8:14 pm Adjourn