

Open Harvest Cooperative
Board of Directors Meeting Minutes
Monday, April 3rd, 2019
Mercy City Church, 1430 South Street, Lincoln, Nebraska

Present: **Board Directors:** Megan Jackson (Board Chair), Matt Pirog (Vice Chair), Rosina Paolini (Secretary), Jen Burianek, Sally Hillis, Skylar Mosby, Aaron Druery, Corey Rumann; **Staff Members:** Amy Tabor (General Manager), Amy Gerdes (Board Administrative Assistant); **Member-Owners:** None

Absent: Ross Brockley

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

6:11 pm **Appoint Director to write monthly Board reflection:** The Chair introduced Monthly Board reflection assignments in order to communicate with and make the Board more accessible to Member-Owners. The Board discussed the logistics of writing reflections, such as article length and rotation of authors. A Director volunteered to write the reflection for April.

6:18 pm **April Agenda and March Minutes:** The Chair requested approval of the March Minutes and the April Agenda.

Consensus Items: The Board approved the April Agenda and the March Minutes.

6:18 pm **Reserved Member-Owner Comments:** None requested

6:19 pm **General Manager Reports:** The GM Monthly Report and Compliance Monitoring Report for L1.1, L1.4, L1.5 and L4 were available to the Board prior to the meeting and presented with no changes. The GM shared highlights from the report and the Board had no concerns about the progress made with the compliance plans.

The Monitoring Report: L6 Staff Treatment and Compensation Report was available to the Board prior to the meeting and presented by the GM with notes on a change to the operational definition of L6.4. The MIT livable wage is used to assess the starting wage of the co-op wage scale based on data from June each year. The NCG Livable wage also will be calculated each year and is used to determine adjustments to the wage scale and benefits package. The GM asserted compliance on all parts of the L6 Staff Treatment and Compensation Monitoring Report, and the Board held no concerns.

The Chair requested that the Board acknowledge receipt of the Monthly GM Report, the Compliance Monitoring Report, and to approve the L6 Staff Treatment and Compensation Report.

Consensus Items: The Board accepted receipt of the reports and approved as compliant the L6 Monitoring Report.

6:43 pm **Appoint Directors to review L6:** Directors volunteered to review L6.

6:44 pm **Review/Monitor Board-GM Relationship:** Directors discussed the M's, their self grading assessments performed prior to meeting, as well as areas for improvement. The Board used this exercise to define how they can impact and guide plans for the future of the Co-op.

Consensus item: Directors held no concerns about the M policies, and approved removing 'rigorously' from M4.

7:35 pm **Board Retreat Follow-up:** Directors reflected on the Board Retreat and how to facilitate summarization of retreat notes to develop a set of annual priorities for the future. The Board agreed to have a further conversation about board planning and priorities at the May meeting.

7:42pm **Board Budget:** The Board discussed the Board budget with potential changes to be presented for approval at the May meeting. Directors considered what support they need for the next fiscal year and addressed the current budget as it reflects those priorities. Directors considered training, governance and outreach via the annual meeting; the Board stipend; and the percent of sales devoted to the Board's budget itself. Directors focused on honoring compensation in a more fair, less variable way, discussing which policies governed Board compensation, as well as how to interpret them. Directors considered moving towards a stipend based compensation as opposed to the current system of offering Directors a 5% discount. The Finance Committee will meet to review and propose a board budget for the May meeting.

8:10 pm **Establish Board Election Committee:** Directors established and volunteered to serve on the Board Election Committee.

8:11 pm **GM Review Committee:** Directors reviewed the committee charter and GM proposal as requested prior to meeting.

Consensus Item: The Board approved the GM Review Committee charter.

8:13 pm **Board Operations Report:** The committee report was available to the Board

prior to the meeting and presented with no changes.

8:14pm **Capital Campaign Committee Report:** The Capital Campaign Committee gave a verbal update on activities they are working on and voiced intent to meet in April.

8:15 pm **Policy Revisions: L9 and L3:** The Board discussed the L9 & L3 policy revisions, as well as the process by how policy revisions happen. No changes were proposed for L3.

Consensus Item: The Board removed 'interim' and 'planned' from the draft L9 policy and approved the L9 policy revisions.

8:22 pm **Review Action Items and Meeting Reflections:** The Board discussed Action Items and shared reflections on the meeting.

8:25 pm **Guest Member-Owner Comments:** None

8:30 pm **Adjourn**