

**Open Harvest Cooperative**  
**DRAFT Board of Directors Meeting Minutes**  
**Wednesday, April 1st, 2020**  
**Remote meeting via Zoom**

**Present:**     **Board Directors:** Megan Jackson (Board Chair), Matt Pirog (Vice Chair), Wally Graeber (Secretary), Rosina Paolini, Margaret Milligan, Lori Ashmore, Corey Rumann, Jen Burianek, Aaron Druery; **Staff Members:** Amy Tabor (General Manager), Amy Gerdes (Board Administrative Assistant);  
**Guests/Member-Owners:** None

**Absent:**       None

**6:02 pm**     **Welcome, Introductions and One-Minute Opening Question:** The Chair called the meeting to order and welcomed Directors, Staff, and Member-Owners to the Board Meeting. Directors discussed the opening question ‘How important has the Co-op been to you during this crisis?’

**6:18 pm**     **March Agenda and February Minutes:** The Chair requested approval of the April Agenda, as well as the March minutes.

**Consensus Items:** The Board approved the April Agenda, and the minutes from March.

**6:19 pm**     **Appoint Director to Write Monthly Board Reflection:** A Director volunteered to write the monthly Board reflection.

**6:20 pm**     **Reserved Member-Owner Comments:** None

**6:21 pm**     **General Manager Reports:** The GM Monthly Report and Compliance Progress Report for L1.1 and L1.2 were available to the Board prior to the meeting and presented with highlights on Covid-19 response and finances. The GM requested approval for aid application from the Board for a loan through the Paycheck Protection Program and the CARES Act. The Chair requested the Board to approve and delegate full oversight to the finance committee and the GM to apply for a federal small business loan, with the Finance committee submitting a 24hr notification to the Board concerning loan application.

The Monitoring Report for L6: Staff Treatment and Compensation was available to the Board prior to the meeting and presented with focus on delayed L6.4 reporting. Directors moved reporting on L6.4 to August.

The GM asserted compliance on all parts of the policy.

The Chair requested that the Board acknowledge receipt of the Monthly GM Report, the Compliance Progress Report, and approve the L6 report.

**Consensus Items:** The Board accepted receipt of the reports and approved the L6 monitoring report, with L6.4 reporting moved to August. The Board held no concerns, and approved full oversight to the finance committee and the GM to apply for a federal small business loan related to Covid-19 Aid.

- 6:54 pm**      **Policy Revision/Review:** Directors discussed their progress reviewing L5, L6, and the G's. The Chair discussed their review of L6, and recommended keeping the policy with no changes.
- 6:55 pm**      **Strategic Conversation: Learning from past Business Opportunities:** The Vice Chair discussed their review of 2009 documentation.
- 7:17 pm**      **Board Retreat: Review Agenda, Expectations, and Self Diagnostic Tool:** The Retreat Agenda was available to Directors prior to the meeting. The Chair discussed that the retreat will move to a remote format via Zoom. Directors discussed splitting the retreat into 2 remote sessions and the logistics of rescheduling.
- 7:28 pm**      **Task Force Update and Discussion:** Directors gave an update on the Working Group and Inclusion Task Force progress. The Task Force discussed the responsibilities that they hold as a board, store, and as humans to maintain an inclusive, non racist/privileged space, and how that shapes their response to the Member Owner comment. Directors discussed how they can bring their individual perspectives together to create an appropriate, intentional, and actionable response. Directors reviewed the ways in which other coops have responded to similar situations and discussed bringing in an alternate consultation group to gain perspective.
- 7:59 pm**      **Board Operations Committee Report:** The Committee gave a verbal report on what they are working on. The Chair discussed future plans to monitor the M's.
- 8:15 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.
- 8:26 pm**      **Adjourn to Executive Session:** The Board adjourned to Executive Session.
- 9:17 pm**      **Adjourn**

