

**Open Harvest Cooperative**  
**Board of Directors Meeting Minutes**  
**Wednesday, December 5th, 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, Aaron Druery, Skylar Mosby, Jen Burianek, Sally Hillis, Corey Rumann **Staff Members:** Amy Tabor (General Manager) Amy Gerdes (Board Administrative Assistant) **Member-Owners:** None

**Absent:** None

**6:03 pm Welcome, Introductions and Announcements:** The Chair called the meeting to order and welcomed Directors, Staff, and Member-Owners to the board Meeting. Directors shared their first memory of Open Harvest.

**6:11 pm December Agenda and November Minutes:** The Chair requested approval of the November Minutes and the December Agenda.

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

**6:12 pm Reserved Member-Owner Comments:** None requested

**6:12 pm Installation of New Directors:** The Chair reported that all new Directors participated in the board orientation held on December 10th. The Board installed new Directors, updated the Board Contact Information sheet, and received a copy of the G 5 policies on Directors' Code of Conduct.

Directors stated and disclosed potential conflicts of interest for the record. These include: Skylar Mosby has a relative that is employed by Open Harvest; Matt Pirog has sold product to Open Harvest as a vendor and is an employee of another vendor (Community Crops); Megan Jackson works at the Nebraska Recycling Council, which Open Harvest is a dues-paying member of; Ross Brockley is a local producer and has sold product to Open Harvest in the past.

The Board discussed and reviewed G5.7 regarding attendance expectations. No changes were proposed to the policy.

**6:26 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 on Global Ends was available to the Board prior to the meeting and presented by the GM with data corrections noted in the fresh sales table. Directors discussed the report and accepted the GM's assertion of compliance on all part of the policy.

The Chair requested that the Board acknowledge receipt of the Monthly GM Report, the Compliance Monitoring Report, and to Approve the E--Global Ends report.

**Consensus Items:** The Board accepted receipt of the Monthly GM Report and the Compliance Report on L1.2, L1.5, and L4, and approved as compliant the E--Global Ends Monitoring Report.

**6:58 pm L4 Policy Revision Discussion:** A summary for L4 policy revisions was available to the Board prior to meeting. The Board discussed revisions and proposed changes, which will be re-drafted and presented for approval at the January Board Meeting.

The Board agreed that the Global Ends Statement did not need to be reviewed for possible revision.

**7:14 pm Review Annual Board Priorities and Board Budget:** The Annual Board Priorities and Board Budget were available to Directors prior to meeting. The Chair acknowledged the importance of board priorities and their impact on the work the Board of Directors accomplishes. Directors discussed additions to the Board Budget such as stipend, administrative assistant hours, annual meeting, and continuing education and travel, highlighting the CCMA conference and January trainings.

**7:23 pm Capital Campaign Committee:** The committee report was available to the Board prior to the meeting and presented with no changes. A special meeting of member-owners is being called for January 24, 2019 to approve amendments to the Articles of Incorporation and to introduce the Capital Campaign.

Directors were invited to join the next Capital Campaign committee meeting to learn more about Preferred Shares.

**7:31 pm Board Operations Committee:** The committee report was available to the Board prior to the meeting and presented with no changes. The Board agreed to doing a hypothetical scenario activity for Policy Governance training at the January Board Meeting. The Chair assigned “board packet buddies” to new Directors as ongoing board orientation and training.

**7:40 pm Board Officer Elections:** Nominations were given to and accepted by Megan Jackson for Chair, Matt Pirog for Vice Chair and Rosina Paolini for Secretary for re-election. The Board held elections for officer positions by secret written ballot, and unanimously approved the Board Officers.

**Consensus Items:** The Board re-elected Megan Jackson for Chair, Matt Pirog for Vice Chair, and Rosina Paolini for Secretary.

**7:43 pm Review Committee Charters:** The Board reviewed Committee Charters with focus on adherence to written processes. The Chair called for all committees to utilize charters in their work as guides. Board discussed both Finance and Board Ops committee charter revisions, and Chair called for their approval by the Board.

**Consensus Items:** The Board approved the Finance and Board Operations Committee Charters.

**7:50 pm Articles of Incorporation Revisions:** Proposed amendments to the Articles of Incorporation were submitted to the Board prior to the meeting. The Board discussed the revisions, and held no concerns for approving the changes. The Chair requested approval of the proposed amendments.

**Consensus Items:** The Board approved all proposed amendments to the Articles of Incorporation.

**7:59 pm Review Action Items and Meeting Reflections:** The Board discussed Action Items and shared reflections on the meeting.

**8:14 pm Guest Member-Owner Comments:** None

**8:16 pm Adjourn**