

**Open Harvest Cooperative**  
**Board of Directors Meeting Minutes**  
**Wednesday, February 6th, 2019**  
**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, Jen Burianek, Sally Hillis, Corey Rumann, Skylar Mosby; **Staff Members:** Amy Tabor (General Manager), Amy Gerdes (Board Administrative Assistant); **Member-Owners:** None

**Absent:** None

**6:05 pm** **Welcome, Introductions and Announcements:** The Chair called the meeting to order and welcomed Directors and Staff to the Board meeting.

**6:14 pm** **November Agenda and October Minutes:** The Chair requested approval of the January Minutes and the February Agenda.

**Consensus Items:** The Board approved the February Agenda and the January Minutes.

**6:15 pm** **Reserved Member-Owner Comments:** None requested

**6:15 pm** **Member Equity Redemption Request:** The Board discussed the requested Member-Owner equity refund and agreed to start work on developing formal guidelines on Equity Redemption.

**Consensus Item:** The Board approved the equity redemption with two directors standing aside.

**6:27 pm** **CBL 101: Quick takeaways and action items from the training:** The Board discussed and reflected on the CBL training that Directors attended.

**6:42 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 GM shared highlights from the report and the Board had no concerns about the progress made with the compliance plans.

**The Monitoring Report:** L1 Financial Condition and Activities Monitoring Report was available to the Board prior to the meeting. The GM asserted compliance on all parts of the policy except for L1.1, L1.4, and L1.5 and provided a detailed

plan to reach compliance. Progress on the plans 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 Progress Report, and the L1 Monitoring Report.

**Consensus Items:** The Board accepted receipt of the reports and the plan to address non-compliance measures.

- 7:19 pm**     **Appoint Directors to Review L1:** The Chair requested and appointed directors to review L1.
- 7:19 pm**     **Financial Ed - Margin Minus Labor:** Directors utilized a penny exercise, led by GM, to understand the relationship between margin and labor. GM answered questions from Directors about margin, labor, cost of goods sold, and other expenses factored into budget.
- 7:42 pm**     **Capital Campaign Committee:** The committee report was available to the Board prior to the meeting and presented with no changes. Directors volunteered to be added to the committee.
- 7:44 pm**     **Board Operations Committee:** The committee report was available to the Board prior to the meeting and presented with no changes. Directors agreed to invite management staff to attend the Annual Board Retreat in March, and to reschedule the March Board meeting from Wednesday, March 6th to Monday, March 4th.
- 7:57 pm**     **Finance Committee:** The committee report was available to the Board prior to the meeting and presented with no changes.
- 8:01 pm**     **L9 Policy Revision:** A report was available to the Board prior to the meeting on proposed changes to L9. Directors discussed the revisions and agreed to expand further on L9 policies with a plan to propose changes at the March meeting.
- 8:13 pm**     **Review Action Items and Meeting Reflections:** The Board discussed Action Items, and shared reflections on the meeting.
- 8:26 pm**     **Guest Member-Owner Comments:** None
- 8:26 pm**     **Adjourn**