

Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, January 8th, 2020
The Foundry, 211 N 14th St., Lincoln, Nebraska

Present: **Board Directors:** Megan Jackson (Board Chair), Matt Pirog (Vice Chair), Jen Burianek, Lori Ashmore, Aaron Druery, Corey Rumann; **Staff Members:** Amy Tabor (General Manager), Elizabeth Norris (Food Service Manager) Amy Gerdes (Board Administrative Assistant); **Guests/Member-Owners:** None

Absent: Rosina Paolini, Margaret Milligan, Wally Graeber (Secretary)

6:03 pm **Welcome, Introductions and Announcements:** The Chair called the meeting to order and welcomed directors and staff to the board meeting.

6:07 pm **January Agenda and December Minutes:** The board agreed to reschedule approving the December Meeting Minutes to February because the draft minutes were not available to directors with sufficient time to review. The policy governance training also was rescheduled to a later meeting due to the excused absences of directors.

Consensus Items: The Board approved the January Agenda with schedule changes to the December Minutes and the policy governance training.

6:08 pm **Reserved Member-Owner Comments:** None requested

6:15 pm **Appoint Director to Write Monthly Board Reflection:** A director volunteered to write the monthly board reflection.

6:20 pm **General Manager Reports:** Reports were available to the board prior to the meeting. The GM Monthly Report and compliance progress plan for L1.1 and L1.2 were presented with no changes. The board had no concerns about progress toward compliance for L1.1 and L1.2, and discussed the GM's Monthly Report.

The Monitoring Report for L9: Emergency Manager Succession was available to the board prior to the meeting and presented by the GM. Elizabeth Norris has been appointed as the designated general manager (DGM) in the case of an emergency. The board had no concerns about the emergency succession plan, and the GM's assertion of compliance.

The board received a summary of the 2019 Customer Survey prior to the meeting, and discussed the results of the survey.

Consensus Items: The Board accepted receipt of the Monthly GM Report and the Compliance Report on L1.1 and L1.2, and approved as compliant the L9: Emergency Manager Succession Monitoring Report.

6:56 pm Policy Revision/Review: Directors discussed their progress reviewing L5, L1, the G's, and the Ends. The Finance committee reviewed L1 and recommended no changes. The board agreed L9 did not need reviewed, and will continue working on reviewing L5, G, and the Ends policies.

6:58 pm Discuss Board Priorities/Goals and Board Retreat: Directors had a general discussion about topics for the annual board retreat and goals for the upcoming year. The board agreed to participate in the set of four financial training webinars offered by Columinate. The board operations committee and other directors also will participate in the "strategic process for leadership" webinar.

7:26 pm 2019 Audit: review process for new BODs and receive final letters: The board received the formal letters from the accountants that conducted the FY2019 audit, and discussed the financial review and audit procedures for new directors. The GM noted the accountants should have provided the final set of letters with the audit report when it was presented to the board in October 2019. While the letters are a simple formality, the delay was not anticipated.

The Chair requested that directors receive the final Audit letters.

Consensus Item: The Board acknowledged receipt of the final audit letters.

7:40 pm Finance Committee Report: The Committee report was available to the Board prior to the meeting and presented with focus on hosting another Financial Meeting of Member-Owners (FINMOO) on February 13th.

7:55 pm Board Operations Committee: The Committee gave a verbal report on projects they are working on.

7:57 pm Review Action Items and Meeting Reflections: The Board discussed Action Items and shared reflections on the meeting.

8:03 pm Guest Member-Owner Comments: None.

8:04 pm Adjourn