

Open Harvest Cooperative Board of Directors
Approved Meeting Minutes
Wednesday, May 1st, 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, Skylar Mosby, Ross Brockley, Aaron Druery, Corey Rumann; **Staff Members:** Amy Tabor (General Manager), Amy Gerdes (Board Administrative Assistant); **Member-Owners:** None
- Absent:** None
- 6:00 pm** **Welcome, Introductions, and Announcements:** The Chair called the meeting to order and welcomed everyone to the Board Meeting. Directors began the meeting by sharing their vision for the Co-op in 2035.
- 6:12 pm** **Monthly Board Reflection:** A Director volunteered to write the monthly reflection article.
- 6:12 pm** **May Agenda and April Minutes:** The Chair requested approval of the April Minutes and the May Agenda with no changes.
- Consensus Items:** The Board approved the May Agenda and the April Minutes.
- 6:13 pm** **Accept Director's Resignation:** A letter of resignation from Director Sally Hillis was available to the Board prior to the meeting. Directors discussed the resignation and whether to fill the empty seat through her term ending in 2021. The Election Committee will meet to discuss further and make a recommendation to the Board.
- Consensus Items:** The Board held no concerns and accepted the resignation of Sally Hillis from the Board.
- 6:14 pm** **Reserved Member-Owner Comments:** None requested
- 6:15 pm** **General Manager Reports:** The GM Monthly Report and Policy Compliance 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: L1 Financial Condition and Activities was available to the Board prior to the meeting and presented by the GM. The GM asserted

compliance on all parts of the policy except for L1.5 and provided a detailed plan to reach compliance. Progress on the plan will be reported monthly in the GM's Policy Compliance Report.

The Chair requested that the Board acknowledge receipt of the Monthly GM Report, the Policy Compliance Report, and the L1 Monitoring Report.

Consensus Items: The Board accepted receipt of the reports.

6:48 pm **Policy Revision/Review:** Directors assessed the need for a revision review of L1 and L6, and agreed changes were not needed for either. The Board agreed and assigned a Director to change all pronouns in the policy register from gendered to neutral pronouns. Directors updated their Board binders with the current bylaws and recently approved policies.

6:55 pm **Board Retreat Follow-up:** Directors discussed the Annual Board Priorities and reflected on the Board Retreat. The Chair led a strategic conversation to focus the future goals and priorities of the Board over the next 1-3 years. Directors brainstormed priorities and categorized each by the need to learn or act. The Board will discuss the priorities again, and throughout the year.

7:22 pm **Approve Board Budget:** The 2019-2020 Board Budget was available to Directors prior to the meeting. Directors discussed revisions specific to Board member and Chair stipends, reductions to travel, amounts dedicated to insurance, and an increase in stipend total.

Consensus Items: The Board held no concerns and approved the 2019-2020 Board Budget.

7:25 pm **Review Board Calendar:** The current Board Calendar was available to the Board prior to the meeting and the Chair opened discussion for revision suggestions to the Calendar.

7:27 pm **Finance Committee:** The committee report was available to the Board prior to the meeting and presented with no changes. The committee recommended the Board approve to abandon the equity of 37 lifetime Member-Owners because they are inactive and have no current contact information.

Consensus Item: The Board held no concerns and approved the cancelation of equity for the 37 non-active lifetime Member-Owners.

7:30 pm **Board Election Committee:** A draft of the election procedures and timeline was available to the Board prior to the meeting. Directors volunteered to serve on

the committee and to meet later in the month to begin work on the elections.

7:34 pm **GM Review Committee:** The committee report was available to the Board prior to the meeting and presented with no changes.

7:34 pm **Board Operations Committee:** The committee report was available to the Board prior to the meeting and presented with no changes. The Chair suggested and will be recommending changes to the Board Ops Charter to include reporting on board communications with Member-Owners, the media, or others via the board email or other official contact.

7:39 pm **Capital Campaign Committee:** The committee gave a verbal report stating they had not met since the last committee report. The committee and full Board will be meeting on May 8th with Paula Gilbertson from NCG to discuss next steps.

7:43 pm **Review Action Items and Meeting Reflections:** The Board reviewed tasks, discussed strategies to build knowledge and streamline meetings, and shared reflections on the meeting.

8:04 pm **Guest Member-Owner Comments:** None

8:04 pm **Adjourned to Executive Session for GM Review and Compensation Proposal**