

**Open Harvest Cooperative**  
**Board of Directors Meeting Minutes**  
**Wednesday, October 3rd, 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, Mary Hansen, Brande Payne, Aaron Druery, John Christensen   **Staff Members:** Amy Tabor (GM), Co Nygren (Accountant), Brian Furby (Lead Produce Clerk), Elizabeth Norris (FSM), Amy Gerdes (Board Administrative Assistant)   **Member-Owners:** Sally Hillis

**Absent:**       Tanika Cooper

**6:00 pm**       **Welcome, Introductions and Announcements:** The Chair called the meeting to order and welcomed Directors, Staff, and Member-Owners to the board meeting.

**6:03 pm**       **October Agenda and September Minutes:** The Chair requested approval of the September Minutes with minor formatting changes and the October Agenda.

**Consensus Items:** The Board approved the October Agenda and the September Minutes.

**6:05 pm**       **Reserved Member-Owner Comments:** None requested

**6:05 pm**       **Annual Review Presentation with CPA & Co:** Gardiner Thomsen, CPA, conducted the annual review of Open Harvest Cooperative's financial statements, which comprise the balance sheets as of June 30, 2018 and 2017, and the related statements of operations, members' equity, and cash flows. Mr. Thomsen was in attendance and presented the draft Annual Financial Review to the Board, summarizing the report and answering questions. The Chair requested approval of the Annual Financial Review.

**Consensus Items:** The Board approved the Annual Financial Review for FY 2017-2018.

**6:27 pm**      **General Manager Reports:** The GM Monthly Report and Compliance Monitoring Report for L1.1, 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 GM presented the Annual L1 Financial Report that was available to the Board prior to the meeting. The GM asserted non-compliance with L1.1, L1.2, and L1.5 and provided a detailed plan to reach compliance. Non-compliance was due to margin, sales growth, and ownership. Progress on the plan will be reported monthly in the GM's Compliance Monitoring Report, in addition to monthly reporting on key financial metrics, ownership, and customer transactions.

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

**Consensus Items:** The Board accepted receipt of the reports.

**6:54 pm**      **Board Monitoring/Self Evaluation of G1-G8 Policies Discussion:** Directors completed a self-evaluation survey prior to the meeting, which was compiled into a report with comparisons from a 2017 survey. The Board discussed areas of change, high and low marks from the evaluation report, and goals for the future.

**7:27 pm**      **Policy Review:** Two Directors were appointed to review the G Policies for possible revisions.

**7:27 pm**      **Discussion to Approve Additional Revisions in Bylaws and Articles of Incorporation:** The Board discussed proposed revisions to the Articles and Bylaws as proposed by the lawyer who has been retained for the capital campaign. The timeline for amending both the bylaws and articles was discussed, and the Board agreed more clarification and understanding of the changes would be needed prior to presenting them to Member-Owners at the Annual Meeting. Directors were assigned to review changes and compile questions for a meeting with the lawyer to clarify changes.

**8:11 pm**      **Capital Campaign Committee Report:** The committee report was available to the Board prior to the meeting and presented with no changes. Directors were invited to stay after the meeting to brainstorm themes for the capital campaign.

**8:15 pm**      **Annual Meeting Committee Report:** The committee report was available to the Board prior to the meeting and presented with no changes.

**8:22 pm**      **Board Operations Committee Report:** The committee report was available to the Board prior to the meeting and presented with no changes.

The Chair requested the Board approve renewing the annual contract for consulting services with CBLD.

**Consensus item:** The Board approved re-enrollment in CBLD.

**8:26 pm**      **Review Action Items and Meeting Reflections:** The Board discussed Action Items, and shared reflections on the meeting.

**8:37 pm**      **Guest Member-Owner Comments:** None

**8:37 pm**      **Adjourn**