

Open Harvest Cooperative
Board of Directors Meeting Minutes
Wednesday, October 2nd, 2019
The Foundry, 211 N 14th St., Lincoln, Nebraska

- Present:** **Board Directors:** Megan Jackson (Board Chair), Matt Pirog (Vice Chair), Rosina Paolini (Secretary), Jen Burianek, Ross Brockley, Aaron Druery, Corey Rumann, Skylar Mosby; **Staff Members:** Amy Tabor (General Manager), Amy Gerdes (Board Administrative Assistant); **Guests/Member-Owners:** Wally Graeber, Seth Gilson (CPA, Gardiner & Co.), Carlos Williams (Deli Clerk/Produce Clerk)
- 6:02 pm** **Welcome, Introductions and Announcements:** The Chair called the meeting to order and welcomed directors, staff, and guests to the board meeting. Directors discussed what they would like to share with Member-Owners at the Annual Meeting about the Board's work.
- 6:09 pm** **Appoint Director to Write Monthly Board Reflection:** A Director volunteered to write the monthly Board reflection.
- 6:11 pm** **October Agenda and September Minutes:** The Chair requested approval of the September Minutes and the October Agenda.
- Consensus Items:** The Board approved the September Minutes and the October Agenda with no changes.
- 6:12 pm** **Reserved Member-Owner Comments:** None requested
- 6:13 pm** **Policy Revision/Review:** The L5 review was rescheduled to November and directors agreed to review the G policies.
- 6:18 pm** **Approve CBLD Contract Renewal:** Directors discussed renewing the CBLD contract, which provides board support and consultation services through Columinate. New webinars and training opportunities are being offered for 2020 and directors agreed to take advantage of them. The Chair requested approving the CBLD contract at the 2nd tier.
- Consensus Items:** The Board holds no concerns and approved the CBLD contract renewal.
- 6:26 pm** **Board Operations Committee Report:** The committee gave a verbal report on activities they are working on and received support from the board about how to share board reports with member-owners. Prior to sharing any report, the

GM will be consulted to insure it doesn't contain private information such as details about personnel issues. Hard copies of reports may be available for guests to review at meetings and will be returned after.

6:32 pm **Finance Committee:** The finance committee will meet in October to review 1Q reports.

6:32 pm **Annual Audit Presentation with CPA:** The CPA presented on the 2019 Audit report of Open Harvest with notes on their review of inventory, employee interviews, and opinions made during the audit. The CPA noted that this was a clean audit with good segregation of duties and cooperation from staff and management, and held no concerns from the process. The CPA clarified that they could make no opinion about the income statement because they did not observe inventory in June of 2018, but confirmed that Directors were still meeting the bylaw requirement with this audit.

7:04 pm **General Manager Reports:** Reports were made available to the board prior the meeting. The GM Monthly Report with compliance progress plans for L1.1 was presented with no changes. The monitoring report on Annual L1 Financial Report was presented by the GM with notes on L1.1 being non compliant due to margin and a plan for achieving compliance. Compliance progress for L1.1 will continue to be reviewed monthly.

Directors supported the updated emergency GM succession plan and will monitor L9 in January 2020.

Directors discussed the 2019 Patronage Report and agreed to not providing patronage dividends to owners based on the minimal amount that the average owner would receive vs. the expense of administration. The Board agreed to read *Patronage Dividends for Food Co-ops* and schedule a strategic conversation in the coming calendar year to gain a better understanding of patronage dividends, processes, and considerations.

The Chair requested that the Board acknowledge receipt of the Monthly GM Report, the Compliance Progress Report, the Annual L1 Financial Report, the Emergency General Manager Succession Report, and the 2019 Patronage Report.

Consensus Items: The Board accepted receipt of the reports and approved to not allocate patronage dividends on the owners' portion of net income.

7:40 pm **Board Discussion and Monitoring the G Policies on Board Process:** Prior to the meeting, Directors participated in a board self-assessment survey and reviewed the evaluation results. Directors discussed their strengths and weaknesses,

including strategic leadership, patronage and dividend processes, teaming, understanding diverse viewpoints, the accessibility of the Board to Member-Owners, and the highly functional GM-Board relationship. Directors additionally discussed the effectiveness of the survey format and how to evaluate themselves with increased regularity.

- 8:18 pm** **Board Election Committee Report:** The committee gave a verbal report on activities they are working on and discussed the rescheduled meet and greet. The election will run from October 18th through November 1st. The Chair stepped off of the committee, and directors made plans to count ballots after voting ends.
- 8:21 pm** **Annual Meeting Committee Report:** The committee report was available to the Board prior to the meeting and presented with no changes. Directors signed up for event tasks.
- 8:23 pm** **Review Action Items and Meeting Reflections:** The Board discussed Action Items and shared reflections on the meeting.
- 8:35 pm** **Guest Member-Owner Comments:** Guests asked questions and shared reflections about the board's work.
- 8:39 pm** **Adjourn**