

**Open Harvest Cooperative**  
**Board of Directors Meeting Minutes**  
**Wednesday, September 4th, 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;  
**Staff Members:** Amy Tabor (General Manager), Amy Gerdes (Board Administrative Assistant), Carrie Fegley (Wellness Coordinator );  
**Guests/Member-Owners:** Wally Graeber, Lori Ashmore

**Absent:**       Skylar Mosby

**6:00 pm**       **Welcome, Introductions and 1 minute opener:** The Chair called the meeting to order and welcomed Directors, Staff, and Member-Owners to the board meeting. Directors discussed the question “What does being an owner and having equity in Open Harvest mean to you?”

**6:14 pm**       **Appoint Director to Write Monthly Board Reflection:** A Director volunteered to write the Monthly Board Reflection.

**6:15 pm**       **September Agenda and August Minutes:** The Chair requested approval of the August Minutes and the September Agenda.

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

**6:15 pm**       **Reserved Member Owner Comments:** A report on a Member-Owner comment was available to the board prior to the meeting. The board discussed the comment and the GM responded to it, highlighting staff treatment regarding wages, turnover, and benefits. The GM agreed to follow-up with the MO.

**6:26 pm**       **General Manager Reports:** The GM Monthly Report with the Compliance Progress Report was available to the Board prior to the meeting. The GM provided an additional note about a recent donation made in memoriam for a long-time Member Owner. The board and GM agreed to create a memorial fund with the donation to provide free or reduced Membership. The GM also discussed the timeline and process for updating the Emergency GM Succession Plan; the board requested a monitoring report for L9 be submitted in October detailing a plan for becoming compliant by January. The Board had no concerns about the progress made with the compliance progress for L1.1.

**CBD Sales Discussion:** A summary of recent developments, actions, and risks associated with the sale of CBD products at Open Harvest was available to the

Board prior to the meeting. Directors discussed the risks of selling CBD and the financial repercussions the store could experience, and agreed that while the update and information was appreciated, the co-op will not sell CBD products until the legality of doing so has been established.

**Monitoring Reports:** L4: Member-Owner Rights and Responsibilities and L5: Engagement of Member-Owners and Customers were available to the Board prior to the meeting and presented with no changes. The GM asserted compliance on all parts of both policies. The board questioned the interpretation and data used for L5 global, and recommended a review of the policy to improve future monitoring and reporting.

The Chair requested that the Board acknowledge receipt of the Monthly GM Report and to approve L4 and L5 as compliant.

**Consensus Items:** The Board holds no concerns and accepted receipt of the GM report and approved the policies as compliant.

- 7:25 pm**      **Policy Revision and Review:** Directors volunteered to review L5.
- 7:26 pm**      **NCG Participation Report and Conversation Guide:** The board agreed to table this discussion due to time and rescheduled the conversation to November.
- 7:29 pm**      **Monitoring the G Policies for October:** Directors agreed on a plan for monitoring the G's, which included taking a board self-assessment survey and to review policies for further reflection on board performance.
- 7:33 pm**      **Board Election Committee:** The committee report was available to the Board prior to the meeting and presented with no changes.
- 7:39 pm**      **Board Operations Committee:** The committee report was available to the Board prior to the meeting and presented with no changes. The board supported committee recommendations and formally requested the GM to present a plan for building cash with the L1 Monitoring Report in February 2020. The board also agreed on a plan to create a procedure requiring at least 10-days notice for MO's requesting time on the agenda.
- 7:57 pm**      **Annual Meeting Committee:** The committee report was available to the Board prior to the meeting and presented with no changes or board decisions.
- 8:00 pm**      **Review Action Items and Meeting Reflections:** The Board discussed Action Items and shared reflections on the meeting.

**8:10 pm**      **Guest Member-Owner Comments:** Guests reflected on their takeaways from the meeting.

**8:20 pm**      **Adjourn to Executive Session:** Directors entered Executive Session to discuss and approve the slate of new Board Candidates. Directors voted to approve the slate of candidates.

**8:30 pm**      **Adjourn**