

## Open Harvest Board of Directors Meeting Minutes

February 7, 2011, 5:30 – 8:00 p.m., Irving Rec Center, 2010 Van Dorn Street

**Present**     **Board Members:** Bob Hutkins, Jon Ferguson, Maggie Pleskac, Miles Bryant, Hank Van den Berg, Carla McCullough, Keith Dubas, Gail Kendall, Ingrid Kirst, David Murphy

**Staff:** Margot Conrad, Kelsi Swanson, Jackie Barnhardt, Sherri Clark, B.J. Birkel

**Member Guests:** John Atkeison, Hannah Dovel, Zack Hamilton, Jason Nord, Rebecca Hasty, Brian Ellis, Andrew Losh, John Hennessy, Rachel West, Jackson Meredith, Ashley Martin, Rob Nelson, Susan Tribby, Toby Bartels, Tyler Swain, Don Muhr, Mary Rachael

**Absent:**     **Board Members:** John Christensen, Sara Moshman

**5:34 p.m.**     Welcome to guests, staff and Board members, with introductions. Distribution of handouts describing Governance Policies, Open Harvest's Mission Statement, Cooperative Principles, and Grievance Policy. Announcement made by Board Chair, Carla McCullough that Alisa Kushner and Jill Wertz are resigning from the Board.

Accept consensus items: Approval of new February Agenda and new January Minutes.

GM Report: Kelsi Swanson reported accounts payable (\$124,000.), inventory (\$260,969.) and ratio (.47).

L4: Hank Van den Berg reported and distributed the Finance Committee's Dashboard report with graphs updated to include 2<sup>nd</sup> quarter numbers reported in L4. Discussion included negative Net Income for 2<sup>nd</sup> quarter, 2<sup>nd</sup> quarter expenses being over budget, expenses of labor, cutting back on advertising and cash flow. Finance Committee recommends L4 be seen as compliant, seconded by Gail Kendall. No concerns.

L2: Kelsi Swanson requested an extension until March. Board agreed on postponing L2. No concerns.

**5:51 p.m.**     Board Policy Training: Discussion postponed until March.

**5:54 p.m.**     Board Membership Eligibility Committee: Hank Van den Berg reported the Committee that consists of Hank Van den Berg (Chair), Miles Bryant, Jason Nord, and Carla McCullough, is in the process of doing research and will report at a later date. Suggestion made by Rebecca Hasty that the Committee address the issues of term limits and vendors who sell their products in the store being on the Board. Rebecca Hasty also volunteered to be on the Committee.

- 6:01 p.m.** Board Election Committee: Bob Hutkins reported the Committee that consists of Bob Hutkins (Chair), Keith Dubas, Jackie Barnhardt, B.J. Birkel and Carla McCullough will present a Slate at the March 7<sup>th</sup> board meeting, announced that there are 6 open seats and 2 incumbents running and that flyers for potential candidates are at the Customer Service Desk. B.J. Birkel distributed a flyer that will be put up in the store.
- 6:07 p.m.** Board Retreat Planning Committee: Keith Dubas reported on eligibility of a \$2500. grant from the National Coop Grocer Association (NCGA) and \$500. grant from Morris that can be used toward Cooperative Board Leadership Development (CBLD) membership, leaving \$2500 that would be needed from the current \$4350. Board budget. Discussion included the \$1800. needed for the new Board Chair, Carla McCullough, to attend the Cooperative Community Management Association's (CCMA) Annual Conference and the necessity of having access to consultation with CBLD. Keith proposed the Board contract with CBLD with a membership for this next year and planning for Retreat. No concerns.
- 6:15 p.m.** GM Review Committee: Committee consists of Gail Kendall, Miles Bryant, Hank Van den Berg, Keith Dubas, Lee Hanson, Carla McCullough and Danica Zobeck. Gail Kendall volunteered to be Chair. Carla McCullough reported that normally one review is done annually and that two reviews of the new GM, Kelsi Swanson, would be done for this year in June and December.
- 6:19 p.m.** Member Comment: Brian Ellis commented on the issue of Staff being eligible to serve on the Board and that he is glad that the issue is being addressed through a Committee, living wages, more full-time hours and Andrew Losh's termination. Hank Van den Berg responded that the Finance Committee is addressing the issues of wages and hours, and is confident that there are viable ways to address these issues. The GM, Kelsi Swanson, responded to the issue of Andrew Losh's termination, reported that she will stay with the decision made and announced she would send a Grievance draft to the Management prior to presenting it to the Board.
- 6:37 p.m.** Guest Members' Comments: Zack Hamilton, Brian Ellis, Carla McCullough, Andrew Losh, Rebecca Hasty, John Atkeison, Don Muhr, Jason Nord, Toby Bartels and Kelsi Swanson offered comments.
- 7:06 p.m.** The meeting adjourned, with the Board moving to Executive Session. As part of the executive session, the following statement was approved by the board:

*"The Board of Directors does not at this time recognize any bargaining unit for Open Harvest employees, who are entirely capable of deciding on their own whether or not they wish to organize into such an arrangement."*

Submitted by Bob Hutkins, Board Scribe.

**Next Meeting:** March 7, 2011, from 5:30 to 7:30 p.m. at Irving Rec Center.