

Open Harvest Board of Directors

Approved Meeting Minutes

May 3, 2010, 5:34 – 7:15 p.m. at Irving Rec Center
2010 Van Dorn Street

- Present** Hank Van den Berg, Ingrid Kirst, Carla McCullough, Margot Conrad, Maggie Pleskac, John Christensen, Jon Ferguson, Sara Moshman, Alisa Kushner, Melissa Garcia, Flame Alligator, Pepe Fierro, Bob Hutkins, Jackie Barnhardt, Gail Kendall, Dave Eckmann, David Murphy, Keith Dubas, Jim Nelson, Kelsi Swanson, Miles Bryant, Mary Rachael
- 5:34 p.m.** Welcome to guests, staff and Board members, with introductions. Accept consensus items: May Agenda with additions and April Meeting Minutes.
GM Report: as of 3/31/10, accounts payable to inventory (.77), debt to equity (2.35) (.95 without long term liabilities), accounts payable (\$178,254.) and inventory (\$229,401.) shared. Sales update included last quarter increase of 25%, and non-member sales, as predicted, increased 22% since expansion.
L4: Sara Moshman distributed a mission statement for the Finance Committee, which includes Sara Moshman (chair), Carla McCullough, and Kelsi Swanson, plus Jim Nelson participates but is not a member of the Committee. Also distributed was the Dashboard highlighting January, February, and March, and recent calculations for L4 with three Ratios: 1) Quick Ratio, 2) Debt Coverage Ratio, and 3) Return on Assets. Discussion included reporting these ratios quarterly vs. focusing on it annually with the audit, trending, and the discretion that the GM has with the cash flow. Sara Moshman asked for the Finance Committee and the Policy Committee to work on new ratios. Compliant. No Concerns.
- 6:09 p.m.** GM Search Committee Report: Carla McCullough reported that the Committee is formalizing their short list of five applicants for phone interviews out of the 22 total applicants. The in-person interviews are tentatively scheduled for the week of May 17th. Miles Bryant will be joining the Committee.
- 6:12 p.m.** Election Committee Report: Dave Eckmann, who took over as chair, reported that Maggie Pleskac, Sara Moshman, Bob Hutkins, Gail Kendall, and Carla McCullough have been re-elected and that the Board has two new members: Pepe Fierro and Hank Van den Berg. The Board welcomed the two new members and thanked Dave Eckmann, Jackie Barnhardt, and Kelsi Swanson for their help in counting the votes. Discussion included the low amount of votes

(57) even though there are more members now than at any time in the past and the option of voting online and affordable secure online voting. Dave Eckmann will be writing up the Procedures of Elections and Jackie Barnhardt brought up the By-Laws for notification of election results and putting the results in the newsletter, distributed newsletter policy and that the next newsletter commemorates its 35th anniversary.

- 6:20 p.m.** Policy Committee Report: (added to the Agenda) Ingrid Kirst reported on the changes to G1, G5, and G7. Discussion included Board Members' compensation and knowledge of the Board's activities by the Staff, or lack thereof. Margot Conrad suggested that education of the Staff, as to what the Board's responsibilities are, can be done. Jackie Barnhardt suggested an article for the newsletter to educate the Members and Staff as to the Board's responsibilities. Jim Nelson reported that there is an upcoming Staff Meeting and Board members are invited. Jon Ferguson recommended a retreat for the Board and the Staff (full and part time). David Murphy moved to strike the compensation for the Board from the Gs (G7.2.2 only). No Concerns.
- 6:40 p.m.** By-Laws Review Committee Report: Gail Kendall distributed the By-Laws Committee's (including John Christensen, Gail Kendall and Bob Hutkins) and the By-Laws Review Committee's (including Maggie Pleskac and Gail Kendall) report on the Committees' review of the Ms. Discussion included a re-write of Article II, Section 1 and the finalized report will be discussed next month.
- 6:52 p.m.** CCMA: The Consumer Coop Management Association's conference in Bloomington, Indiana (6/10 – 6/13) was announced. Jon Ferguson and Maggie Pleskac expressed interest in attending.
- 6:55 p.m.** Education of Cooperative Principles: (added to the Agenda) Jackie Barnhardt reported on and distributed a copy of the definition of Cooperative Principles as adopted by the General Assembly of the International Cooperative Alliance, the Open Harvest Mission Statement, the definition of a co-op, their history and the Open Harvest Membership information, and recommended that the document or one similar be included in the Board books. Also distributed by Jackie Barnhardt was the Open Harvest Newsletter Policy.
- 7:00 p.m.** Executive Session
- 7:10 p.m.** Board Announcement: Keith Dubas announced that this is Dave Eckmann's last official Board meeting. The Board extended their

appreciation and thanks for his work during the last 12 years as a Board member, and his previous work as a volunteer at Open Harvest.

7:15 p.m. Adjourn

Respectfully Submitted,
Mary Rachael

Next Meeting: June 7, 2010 from 5:30 to 7:30 p.m. at Irving Rec Center.