

# Open Harvest Board of Directors

## Approved Meeting Minutes

July 13, 2009, 5:30 – 7:45 p.m. at Irving Rec Center  
2010 Van Dorn Street

**Present** Ingrid Kirst, Alisa Kushner, Kelsi Swanson, Jim Nelson, Jim Larson, Gail Kendall, Keith Dubas, Pamela Hetrick, Sara Moshman, Margot Conrad, Dave Eckmann, Tim Arkebauer, Elizabeth Wolf, Michael Henry, Cindy Elder, Melissa Dowty, Mike Dowty, Flame Alligator, Melissa Garcia, David Murphy, Miles Bryant, Carla McCullough, Mary Jane Gruba, Jon Ferguson, Maggie Pleskac, Alene Swinehart, John Christensen, Bob Hutkins, Jackie Barnhardt, Pat Stear, Mary Rachael

**Absent** None

**5:37 p.m.** Welcome to guests, staff and Board members, with introductions.

**5:40 p.m.** Action by Board: Proposal to change the By-Laws, Article IV, Section 1, Directors, to increase the number of Board members from 15 to 16, made by Bob Hutkins due to the most recent elections. First roundtable seeking consensus revealed that David Murphy, Miles Bryant, Carla McCullough, Mary Jane Gruba, Jon Ferguson, Maggie Pleskac, Ingrid Kirst and John Christensen had concerns.

Miles Bryant suggested that the elections could be re-done.

Discussion included the most recent election, the fact that a contested election is healthy, i.e. competition is healthy, and low participatory rate of Members in the voting process.

Alene Swinehart suggested that a committee could be formed to research the election process, since this is the first time that this much interest has been shown in the amount of people seeking Board membership. Alisa Kushner agreed.

Bob Hutkins, a member of the Election Committee shared his experiences with the election process, which included candidates Ingrid Kirst and Keith Dubas running for re-election, John Christensen, and write-in candidate Jon Ferguson, with a tie between current Chair Keith Dubas and candidate John Christensen. Both Alisa Kushner and Kelsi Swanson, also members of the Election Committee concurred and shared their experiences.

Michael Henry brought up “the will of the Members” being questioned and voiced his concerns that the Membership was not being heard by the Board.

Keith Dubas brought up an “apparent lack of good faith among Board members and staff.” Stating the By-Laws can be amended to solve any problems re: the current elections and reiterated Alene Swinehart’s suggestion that a committee could be formed to solve any election problems for the future.

Melissa Dowty brought up a lack of transparency with the Members re: the election results. Discussion followed with Bob Hutkins clarifying the timeline of the current election process and the actions of the Election Committee, and suggested that concerns be dropped, the change to the By-Laws be adopted and a committee formed.

Second roundtable ensued of the people who had shared concerns previously; David Murphy stated his original concerns stood, and added new ones involving who should have been seated at the table, who should be running the meeting, who should be participating in the discussion of Bob’s proposal, and when and to whom should the election results have been released. He would drop them if other did so also. Miles Bryant seconded David Murphy’s concerns. Jon Ferguson suggested that the election could be re-done. Margot Conrad brought up the fact that Jon Ferguson, the only write-in candidate, joined the election five days into the process and for that reason a new election is necessary. Jon Christensen stated that he would not do a run-off election against current Chair Keith Dubas. Discussion also included, but was not limited to, Mike Dowty suggesting that the election be re-done and Jackie Barnhardt suggesting the Members be able to voice their opinions prior to the Board voting on the Proposal.

Third roundtable seeking consensus with the above suggestions showed Miles Bryant, Carla McCullough, Mary Jane Gruba, Maggie Pleskac, Alene Swinehart, John Christensen, Jon Ferguson, Ingrid Kirst, Alisa Kushner, and Keith Dubas stating concerns. Gail Kendal, Bob Hutkins, Dave Eckmann, Sara Moshman, and Tim Arkebauer stated that they would voice no concerns to “make an exception for this time” and with the goal being that any problems with the elections process be corrected “for the future.”

With no consensus being made Bob Hutkins implored the Board “to withdrawal their concerns so we can move on.” To “change the By-Laws with one word; from fifteen to sixteen.” Discussion ensued with Carla McCullough suggesting that if a committee with staff, Board and Members represented was formed, she would drop her concerns. Mary Jan Gruba voiced her willingness to stand aside her vote. David Murphy voiced the options and his concerns of the options; a run-off election between Keith Dubas and John Christensen, re-doing the election, and changing the By-Laws. John Christensen reiterated that he would not participate in a run-off election between himself and the standing Chair Keith Dubas,

and would rather withdrawal his name from the candidacy. Several Board members stated that they would be willing to leave the Board if a consensus of a change in the By-Laws was unable to be met. Several other Board members stated that they would be willing to stand aside their vote for the sake of consensus. Dave Eckmann voiced concerns and suggested the Proposal be dropped. Bob Hutkins quoted from the Policy Register, page 1, "United with management, the Board adopted the policies in this register. These policies are intended to introduce the philosophy of policy governance as the guiding force underlying all future Board decision-making. In adopting these policies, the Board recognizes that the policies are in part, aspirational, and may require flexibility in application and refinement based on experience. At the same time, these policies represent the Board's considered determination of the philosophical structure which will best advance the interests of Open Harvest and the community it serves." Stating that "we are going against our policy," with the lack of flexibility shown in the inability to seek consensus to a "perfect and reasonable solution." Fourth Roundtable reached consensus with Bob Hutkins re-proposing the original motion to increase the Board from fifteen to sixteen members and the formation of a committee with staff, Board and Members represented. No Concerns with five Board members choosing to stand aside their votes and David Murphy stating he would leave the Board.

- 7:00 p.m.** Election Results Stated: Jon Ferguson and John Christensen elected and Ingrid Kirst and Keith Dubas re-elected.
- 7:05 p.m.** Jackie Barnhardt suggested that David Murphy stay on the Board.
- 7:07 p.m.** Consensus items and Agenda: Due to time constraints Keith Dubas recommended the following changes to the Agenda: Reports on Pittsburgh Conference will be held until next month's Board meeting and the Formation of Annual Owner/Member' Meeting Committee would be done through email. Dave Eckmann did the minutes last month. Many Board members did not receive them. Minutes from June will be resent via email and approved at the August Board meeting. GM Report: accounts payable to inventory (.81), debt to equity (1.43) shared and discussed with explanation to new Board members.
- 7:11 p.m.** L5 Report: Sales numbers in Budget shared and discussed. Jim Nelson stated they need to be readdressed re: expansion. Discussion followed. Carla McCullough brought up L5.2:

“anticipated results prior to unexpected problem with Building Permits.” Budget will be redone.

Ends: David Murphy brought up concerns re: “examining ourselves.” The process of the Ends was discussed. Jackie Barnhardt requested that the Ls and the Ends be posted on the website for Members to view.

- 7:28 p.m.** GM Presentation of Status of Expansion: GM, Jim Nelson, introduced staff member, Kelsi Swanson. Kelsi Swanson reported on the starting of a promotion team re: communicating with Members, outlined our current relationship with NCGA and UNFI, and revealed a new label, Field Day, ([www.fielddayproducts.com](http://www.fielddayproducts.com)). (Field Day and their organic and natural products are provided only through Co-Ops exclusively through UNFI, is similar to “private labels brands,” and ineligible to national grocery chains, mass market retailers, Whole Foods Markets, Traders Joe’s and other similar retail channels.)
- GM, Jim Nelson, reported that FoodLines was hired and that all proposals for construction contractors were received by July 1<sup>st</sup>. Also reported that the city’s zoning department refused the current building permit due to the fact that the landlord is not in compliance re: number of parking stalls. Current number of parking stalls is 125 and more are needed for permit to be issued. The city is also asking for a 5 year parking lease. A meeting with the landlord is scheduled for tomorrow, 7/14, and a follow up report will be emailed to Board members.
- Jim Nelson also revealed that a new Member Loan of \$20,000 has recently been pledged.

- 7:42 p.m.** The Board officially welcomes Jon Ferguson and John Christensen to the Board. Due to time constraints and availability of the room at Irving Rec Center the Board is unable to address all the items on the Agenda.

- 7:45 p.m.** Adjourn

Respectfully Submitted,  
Mary Rachael

**Next Meeting:** August 3, 2009 from 5:30 to 7:30 p.m. at Irving Rec Center.