

Open Harvest Board of Directors
March 7, 2011, 5:30 - 7:30 p.m.,
Irving Rec Center, 2010 Van Dorn Street
(Approved April 4, 2011)

- Present** **Board Members:** Hank Van den Berg, Carla McCullough, Maggie Pleskac, John Christensen, Jon Ferguson, Bob Hutkins, Keith Dubas, Miles Bryant, Sara Moshman, Ingrid Kirst
- Staff:** Margot Conrad, Kelsi Swanson, Jackie Barnhardt, Sherri Clark, B.J. Birkel
- Member Guests:** Melissa Garcia, Flame Alligator, Rebecca Hasty, Vicki Newman, David Newman, Brian Ellis, Jason Nord, Steven McFadden, Matt Jewell, Toby Bartels, Andrew Losh
- Other Guests:** Kay Kemmet
- Absent:** **Board Members:** Gail Kendall, David Murphy
- 5:35 p.m.** Chair Carla McCullough called the meeting to order and welcomed guests, staff and Board members, followed by introductions. Due to Mary Rachael's absence, Bob Hutkins volunteered to take the minutes.
- 5:40** Consensus Items: The minutes of the February BOD meeting were introduced for approval. The suggestion was made by Miles to identify, on February's and future minutes, each attendee as Board member, staff, or member guests. With this correction, the February minutes were subsequently approved.
- GM Kelsi Swanson presented the financial report, noting Accounts Payable as of January 21, 2011 of \$143,427.67 and Inventory as \$264,018.09, for a ratio of 0.54. Wages and salaries for January 2011 were 20.75% of sales. Total operating expenses for January 2011 were 43.34% of sales.
- 5:45** The L9 report (Owner Recruitment and Outreach) was presented by the GM. The GM addressed questions regarding the unauthorized use of the Open Harvest logo and copyright/trademark, other identity issues, placement of the purchasing policy, and current membership numbers. There were no concerns and the L9 report was determined to be compliant.
- 5:50** The GM reported on the non-compliant L2 (from January 2011) and presented the Board with a draft of the revised Grievance Procedures.

There was considerable discussion on the issue of “at-will” and “just-cause” dismissal. A proposal was made to consider L2 as compliant. One Board member (Hank) expressed a concern and two Board members (Bob and Jon) “stood aside”. L2 was considered as non-compliant. The GM will consider the comments made during the discussion and report back to the Board at a future Board meeting.

6:25 A review of Board procedures and Policy Governance was presented by Ingrid. There was also discussion on consensus decision making. Ingrid was thanked for assembling and presenting this information.

6:40 The Slate for the 2011 Board of Directors election was presented by Bob, on behalf of the Election Committee members, BJ, Keith, Carla, and Jackie. The 14 Open Harvest members that have been nominated are: Toby Bartels, Miles Bryant, Zac Bryant, Barbara DiBernard, Brian Ellis, Rebecca Hasty, Jon Ihrig, Matt Jewell, Steve Larrick, Andrew Losh, Steven McFadden, David Murphy, Vicki Newman, and Jason Nord.

There was discussion regarding campaigning in the store, for which store policy already exists, and also discussion on providing opportunities for the nominees to meet members. The Election Committee will consider “meet and greet” options.

6:55 Carla briefly suggested that we re-consider the timing by which the draft minutes are reviewed and distributed, with the goal of making the minutes publically available to members within one week. There were comments in support of this effort. Carla, Mary Rachael (secretary) and Bob (Scribe) will work out the details.

7:00 Carla called for Committee Reports.

Ingrid reported for the Policy Committee. This Committee presented the Board with slight changes in L2.3 and L2.5. There were no concerns and the changes were adopted.

Sara reported for the Finance Committee. This Committee met earlier with Kelsi and Co regarding living wage and Full-Time vs. Part-Time employment. Their discussion focused mainly on steps for improving labor efficiency. The Finance Committee also intends to meet with the Policy Committee to further discuss the issues of Living Wage and Full-Time vs. Part-Time.

Miles reported for the GM Review Committee. This Committee met and established a charter and will arrange to meet with GM in April to discuss GM assessment to be completed by June. The charter of this committee

states: The General Manager Review Committee will set in place parameters for the six-month and annual reviews of the General Manager.

Keith reported for the Board Retreat Committee. This Committee met and scheduled the Board retreat for June 25, 2011, 8:30 a.m. – 4:00 p.m., at the home of Margot Conrad. Marilyn Scholl from Cooperative Board Leadership Development will facilitate. The Committee and Board will develop the agenda.

Hank reported for the Board Membership Eligibility Committee. This Committee met and collected information from other coops regarding their policies regarding staff serving on boards. The Committee will be reviewing this information and compiling a report with both pros and cons. Until then, the committee is not yet ready to make recommendations to the Board. Timeline for this committee had the report to be presented at the July Board meeting. Maggie requested that this topic be added to the agenda for the Board retreat in June.

- 7:15** Carla presented the Board with a list of current Board Committees, the members of each of those committees, and the Charters for each of the committees.
- 7:20** Time for member guests' comments was provided. Comments included support for upholding democratic values and transparency at board meetings, as well as suggestions that the Board considers ending the 5% discount policy for Board members and reducing expenditures for various board- and staff related professional activities.
- 7:30** The meeting was adjourned.

Submitted by Bob Hutkins

Next Meeting: April 4, 2011, from 5:30 to 7:30 p.m. at Irving Rec Center.