

# Open Harvest Board of Directors

## Approved Meeting Minutes

April 5, 2010, 5:34 – 7:16 p.m. at Irving Rec Center  
2010 Van Dorn Stret

- Present** Kelsi Swanson, Jim Nelson, Keith Dubas, Bob Hutkins, Dave Eckmann, David Murphy, John Christensen, Sara Moshman, Melissa Garcia, Flame Alligator, Jackie Barnhardt, Jon Ferguson, Margot Conrad, Maggie Pleskac, Mary Jane Gruba, Carla McCullough, Gail Kendall, Mary Rachael
- Absent** Alisa Kushner, Ingrid Kirst, Miles Bryant
- 5:34 p.m.** Welcome to guests, staff and Board members, with introductions. Accept consensus items; April Agenda and February Meeting Minutes with changes. Note: correction to February Meeting Minutes to include a comprehensive list of the Election Committee, Bob Hutkins (Chair), Dave Eckmann, Gail Kendall, Mary Jane Gruba, Jackie Barnhardt, Kelsi Swanson, and Jean Helms. GM Report: as of 2/28/10, accounts payable to inventory (.69), debt to equity (2.19) (.82 without long term liabilities), accounts payable (\$152,609.) and inventory (\$220,199.) shared. Sales update including 2<sup>nd</sup> quarter updates and pre and post expansion distributed and discussed.  
L6.1 changed to update insurance policy to cover all assets.  
L6.2 changes in wording re: violations and supplier liability, discussion included coverage of the Board.  
L6.3 changes in wording so there wouldn't be any conflict of interest on any type of purchasing.  
L6.5 updated maintenance agreement with A-1 with warranty.  
No Concerns.  
L7 Compliant. No Concerns.
- 5:53 p.m.** GM Search Committee Report: Carla McCullough reported on recent advertising, including tri-fold flyers to regional coops. 16 applicants thus far.
- 5:55 p.m.** Election Committee Report: Bob Hutkins reported Kelsi Swanson is organizing the ballots and advertising in-store. Kelsi Swanson reported that there are 8 candidates on the ballots and 7 openings. Ballot counters include Jackie Barnhardt, Jean Helms, Dave Eckmann and Kelsi Swanson. Jackie Barnhardt questioned the counting of ballots and the Board agreed that any suggestion of changes can be presented at the Annual Meeting. Linda will verify Membership of voters. Kelsi Swanson distributed prospective

ballots and discussion included the option of write-ins as stated in the By-Laws, Article 4, Section 1. Discussion included the attempt to preempt problems with Policy before they arise. Bob Hutkins suggested space for write-ins be on the ballots, that if duplicate ballots occur that have the same Member number, the Member would be contacted with a telephone call, and the procedure, if there is a tie, would be a run off. No Concerns.

- 6:32 p.m.** By-Laws Review Committee Report: Tabled until May meeting.
- 6:33 p.m.** Finance Committee Report: Sara Moshman reported the Committee is working to revise L4, including changes in the dashboard, and questioned the consequences of not meeting the Ls. Handout distributed and the issue of net profit use to pay off debt discussed, the Board's decision-making re: distribution of net margins and L4 being based on the store's budget. Next month's report will include the quarterly report.
- 6:53 p.m.** Committee for GM Expansion Bonus Report: Bob Hutkins, Gail Kendall, and Keith Dubas will make a proposal for Board approval.
- 6:55 p.m.** Plan for Board-GM Relations Review: Tabled until May meeting.
- 6:56 p.m.** Board Committee to Determine Board Budget: New Committee to comprise of Jon Ferguson, Maggie Pleskac, Alisa Kushner and Jim Nelson to plan a budget for the Board for expenses relating to Board Retreat, National Co-op Convention, Annual Meeting, etc.
- 7:01 p.m.** Policy Committee Report: L9 revisions distributed via email. Changes to L9.1 and L9.2 reflect Board's discussions at recent retreat. Potential changes to L9.2.2 discussed after David Murphy's discussion with Jim Nelson. Also discussed were the Board's concerns with terms, such as "identity" and "brand."  
L10 tabled until May meeting.
- 7:11 p.m.** Kelsi Swanson requested time at May meeting for upcoming promotion guide presentation.
- 7:14 p.m.** Board Retreat: No discussion on the recent Board's retreat with Martha Gadberry.
- 7:15 p.m.** Members' Comments: No member comments.
- 7:16 p.m.** Adjourn

Respectfully Submitted,

Mary Rachael

**Next Meeting:** May 3, 2010 from 5:30 to 7:30 p.m. at Irving Rec Center.