

**Open Harvest Board of Directors  
Meeting Minutes  
April 4, 2011, 5:30 – 7:15 p.m.  
Irving Rec Center, 2010 Van Dorn Street  
(Approved June 6, 2011\*)**

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

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

**Member Guests:** Jon Ihrig, Toby Bartels, Steven McFadden, Andrew Losh, Brian Ellis, Jason Nord, Rebecca Hasty, John Atkeison, Melissa Garcia, Flame Alligator, Dave Newman, Vicki Newman

**5:30 p.m.**      Chair Carla McCullough called the meeting to order, welcomed Guests, Staff and Board members, followed by introductions, and an announcement regarding Guest Members' comments time limits.

**5:40 p.m.**      Consensus Items: The Minutes of the March BOD meeting and the Agenda for the April BOD meeting were introduced for approval. No corrections to the March Minutes or additions to the April Agenda. Both items approved.

GM Report: GM Kelsi Swanson presented the financial report, noting Accounts Payable as of February 28, 2011 were \$157,712. and the last inventory was \$269,721., for a ratio of .58. Wages and salaries for February 2011 were 20.77% of sales. Total operating expenses for February 2011 were 41.07% of sales.

L7 Report (Communication and Counsel to the Board): There were no concerns and the L7 Report was determined to be compliant.

L6 Report (Asset Protection): GM presented that L6.1. regarding insurance coverage of stock, building, furniture, and equipment was in compliance and announced that a current inventory would be scheduled in the near future to assure that liability coverage is appropriate and adequate. GM announced that the L6.2. claim regarding the tiling of the Bakery floor is due to be fixed on 4/12/2011. GM also reported compliance of L6.6. with the new

security system after the 11/10/2010 robbery. There were no concerns and the L6 Report was determined to be compliant. L2 Report (Grievance Policy): GM reported that the newly updated Grievance Policy was approved by the Managers at the store and will be added to the Employee Handbooks after Committee approval. There were no concerns and the L2 Report was determined to be compliant.

Also reported by the GM: New suggestion/comment/request form created and distributed for the Board to preview. The form will be available at the Customer Service Desk in the Store. Announcements of upcoming budget planning and business plan, along with the 3<sup>rd</sup> quarter numbers, new Employee Handbook and Staff training, recommendation of Board members to take a Store tour, Earth Day activity/fundraiser at the Store with Secure Recycling for a new bike rack and stripping in the parking lot. The GM also encouraged Board members to volunteer at the Store on Saturday, 4/23/2011, prior to Easter, as traditionally it is a busy day – last year it was the 2<sup>nd</sup> top sale day of the year.

- 5:48 p.m.** Membership Redemption Requests: Chair announced that there were currently two members seeking membership redemption which requires Board approval. Jackie Barnhardt explained in the past, the board authorized the staff to issue redemptions. This was only changed recently. Discussion included questioning why the redemptions were being requested. Chair reported that one was moving and the other was a gift that was not being used. There were no concerns and the membership redemption requests were approved by the Board.
- 5:53 p.m.** Monitor of M1-M4 (Board-General Manager Linkage): Roundtable of comments and concerns: Miles Bryant- “no comments,” Gail Kendall- “no concerns,” Keith Dubas- “in compliance,” Ingrid Kirst- “we’ve been doing a good job,” John Christensen- “the role of the Board is to empower the GM and make the Coop a success,” Sara Moshman- “no comment,” Maggie Pleskac- “working well,” Bob Hutkins- “no concerns,” David Murphy- “no concerns,” Hank Van den Berg- “no comments,” and Carla McCullough- commented on M4.2, M4.2.2, M4.3, M4.5, M4.5.1, and M4.5.2. There were no concerns and the monitoring of M1-M4 was determined to be compliant.
- 6:00 p.m.** Board Election Committee: Bob Hutkins reported that the Ballots have been prepared and a sample Ballot was distributed for the Board to preview. Also announced that Matt Jewel withdrew, so there will be 13 candidates on the Ballot for 6 open seats, on the

first day of the election, 4/15/2011, emails will be sent out to Members to direct them to the Open Harvest website to a printable Ballot that can be mailed or brought into the Store and received by 9:00 p.m. on 4/30/2011, the Open Harvest Newsletter, News Bites, will have an announcement of current candidates and the link to the Open Harvest website, a Meet and Greet for current candidates is scheduled for Saturday, 4/9/2011, from 12:00 p.m. until 2:00 p.m. at Meadowlark Coffee, that current Board members will staff a table at the front of the Store during busy store times on the three Saturdays, 4/16/2011, 4/23/2011, and 4/29/2011, and perhaps also on some of the weekday afternoons from 4:00 p.m. until 7:00 p.m. prior to the end of the elections encouraging patrons to vote. Keith Dubas will email a sign up sheet for Board members to volunteer. Discussion included the location of the actual Ballot Box, having cashiers remind Members to vote at check out, the process of counting the Ballots, checking Memberships, and the issue of duplication, clarifying that the policy is one vote per Membership and that a Member "can only vote for a candidate once."

- 6:12 p.m.** Policy Committee Report: Committee is currently reviewing G1 (Governance Process) and G5 (Directors' Code of Conduct) and Ingrid Kirst reported on drafted changes to G1, G1.2., G1.4., G1.4.1., G1.4.2., and G5.5, a sample of suggested changes were distributed to Board members for preview. David Murphy suggested that with the G5 that the addition of G5.5. is not needed, discussion included that other Board members liked the changes. John Christensen questioned specifically "conflict of interest" in G5.1.2. and whether there is a need to be more specific, discussion included that a Board member would step aside if the need arises. Carla McCullough suggested that the Committee could explore G5.1.2. further as to whether there should be a conflict of interest policy that each Board member could sign, discussion included that there would be no recommendation by the Board for the Committee to explore this further. There were no concerns as to the recommended changes to G1 and G5 and the changes were determined to be compliant.
- 6:30 p.m.** Finance Committee Report: No report.
- 6:31 p.m.** Board Retreat Committee: Keith Dubas reported that a Retreat is scheduled for 6/25/2011 at Margot Conrad's home with consultant Marilyn Scholl - topic to be decided. Also reported that the Board received a \$2,500. grant from NCGA for fee, that the Board was not accepted for the \$500. grant from the Morris Foundation, and that there will be a \$700 reduction in the fee for the consultant.

- 6:33 p.m.** Board Membership Eligibility Committee: Hank Van den Berg read the following Mission Statement: "The ad hoc committee will investigate, discuss, and propose Open Harvest's policy on Employee Membership on the Board," and proposed that the Mission Statement focus on this one issue. The Committee will meet within the next month and plan to present ideas to the Board at the July 2011 BOD meeting.
- 6:54 p.m.** Board Budget Committee: No report. Report due at June 2011 BOD meeting.
- 6:55 p.m.** GM Review Committee: No report.
- 6:56 p.m.** Guest Members' Comments: Comments and discussion included Community Conversation for candidates running for the Board complimented, inquiry as to the procedure of verifying Ballots and that the By-Laws give the Committee the right to revisit the procedure, clarification of one vote per candidate on Ballot, questioning if Board members who are vendors is being addressed, questioning the Member Eligibility Committee's mandate, Staff to be allowed to serve on the Board, questioning if the Board is open to unrestricted amount of Staff on the Board and it's potential problems including gridlock in consensus and Staff Board members being pressured by their peers.
- 7:15 p.m.** Adjourn

Respectfully Submitted,  
Mary Rachael

**Next Meeting:** May 2, 2011, from 5:30 to 7:30 p.m. at Irving Rec Center

*\*Meeting minutes were originally approved on May 2, 2011. One further change was approved at the June 6, 2011 meeting.*