

**Open Harvest Board of Directors
Meeting Minutes
December 5, 2011, 5:30 – 7:40 p.m.
Irving Rec Center, 2010 Van Dorn Street
(Approved January 9, 2012)**

Present **Board Members:** Miles Bryant, Barbara Di Bernard, Steven McFadden, Vicki Newman, Ingrid Kirst, Keith Dubas, David Murphy, Bob Hutkins, John Christensen, Maggie Pleskac, Gail Kendall, Carla McCullough

Staff: Kelsi Swanson, Margot Conrad, Sherri Clark, B.J. Birkel, Mary Rachael

Absent: Jon Ferguson, Jon Ihrig, Sara Moshman

5:35 p.m. Chair, Carla McCullough, called the meeting to order, welcomed Staff and BOD Members, followed by introductions. Announcements included Kelsi distributing insurance coverage of liability forms, asked the BOD Members present to sign them and return them to her that evening or to Colleen Nygren this week. If any BOD Member had any questions they could contact Colleen. Those BOD Members absent would be emailed the information. The November BOD Meeting Minutes were approved. The December Agenda was approved. No Member Comments submitted for this Meeting.

5:37 p.m. GM, Kelsi Swanson reported on sales during Thanksgiving, the upcoming Holiday Party scheduled for February 18, 2012 at Margot Conrad's home and open to Staff, Volunteers, and BOD Members, planned commercial for the store, the need for BOD volunteers during Christmas and that Margot would be sending out an email for times to sign up to volunteer, the CCMA Conference in Philadelphia, June 14, 2012 through June 16, 2012, reminding BOD Members for newsletter articles, recent visit to Natural Grocers and The Merc in Lawrence, Kansas, and the new program, Harv Aid, based on Merc Aid, where the store has formed a new committee to make money available to employees in need (money will be held in a separate Open Harvest bank account, funded by the Store and Staff, who can have no less than \$1.00/paycheck withheld).

Membership and Outreach Manager, Sherri Clark, reported that as of December 1, 2011 there were 48 new Members, 73 Renewals, and 83 Abandoned Memberships, with a total of 3,035 current active Memberships, and distributed a handout on Membership

Data, outlining Member Count, New Members, and Renewals for 2009 through 2011.

5:51 p.m. GM, Kelsi Swanson, presented the GM Report, including actual and budgeted October 2011 monthly and 2nd Quarter numbers: Accounts Payable as of October 31, 2011 was \$179,377 and the last inventory was \$290,765, with a ratio of .62. Sales for October were \$407,949, Budgeted Sales for October were \$399,970.68 (which is the quarterly sales budget of \$1,199,912.05 divided by three months). Wages and Salaries for October 2011 were 18.74% of sales, or \$76,444, and Budgeted Wages and Salaries for the 2nd Quarter was 19.44% of sales, or \$79,305. Total Operating Expenses for October 2011 was 37.60% of sales, or \$153,372, and Budgeted Total Operating Expenses for the 2nd Quarter was 38.75% of sales, or \$158,080.

GM, Kelsi Swanson, presented the L1 Report (Customer Service and Value). No concerns. Compliant.

5:55 p.m. Miles Bryant and Vicki Newman presented changes to Article I and Article II of the Bylaws for review. BOD approval will be added to January Agenda. Discussion included the proposal to have the Bylaws Review finished by May 2012, so Member Owners could review the revisions and the BOD would seek Member Owner approval on them at the 2012 Annual Meeting.

6:13 p.m. BOD discussed renewal of CBLD Membership. Annual Membership costs \$5,500. Last year the BOD received an NCGA credit of \$2,000 which brought the annual Membership total to \$3,500 which is billed quarterly. Discussion included the fact that Enrollment is for one calendar year and the BOD Budget (.2% of projected sales) is based on a fiscal year. The BOD proposed and approved that a reduction in Membership be negotiated to include the NCGA credit of \$2,000 and a \$750 reduction to be requested, bringing the Membership down to \$2,750.

6:25 p.m. Ingrid Kirst distributed and reviewed a handout on Policy Governance Training and Keith Dubas gave a brief history on the BOD and Policy Governance.

6:39 p.m. Ingrid Kirst distributed the new Ends policy.

6:40 p.m. Chair, Carla McCullough, distributed the 2012 BOD Calendar.

6:41 p.m. Board Election Committee Report: Current Committee consists of Bob Hutkins, Keith Dubas, Carla McCullough, B.J. Birkel and Sherri

Clark. Flame Alligator was to serve as a Member Owner on the Committee but is unable to do so. The Committee is looking for a Member Owner to serve in the capacity. The Committee announced that the Procedures for Election are available via google.doc. Carla McCullough announced that a call for Candidates who are current Member Owners and not on Staff, would be placed in the January newsletter, that instead of having Candidates write out a brief bio, the Committee would have each Candidate fill out an application and be interviewed by the Committee, and the BOD would approve the slate with access to the applications. Discussion included what would be on the application and the type of questions asked during the interview, the current size of the Board: Jon Ferguson, Ingrid Kirst and Keith Dubas are not seeking re-election, and Hank Van den Berg's seat is open. John Christensen is seeking re-election, totaling five open BOD positions in the 2012 election.

- 6:52 p.m.** Finance Committee Report: No report.
- 6:53 p.m.** Guest Members' Comments: John Christensen, Maggie Pleskac, Mary Rachael, Bob Hutkins and Steve McFadden commented.
- 7:14 p.m.** The Meeting adjourned, with the BOD moving to Executive Session.

Next Meeting: January 9, 2012, from 5:30 – 7:30 p.m., at the Irving Rec Center. (Note: this month the BOD Meeting will be held on the 2nd Monday) The January Agenda will include: Monthly GM Report, monitor L8, revise L1, approval of changes to Article I and Article II of the Bylaws, review 3-5 year Vision, and Committee Reports. Additional Agenda items are requested two weeks prior to the BOD Meeting. Guest Member Owners may request time during Reserved Member Comments for comments relating to a specific agenda item for that Meeting by contacting the Chair, Carla McCullough at harvest@openharvest.coop.