

**Open Harvest Board of Directors  
Meeting Minutes  
September 12, 2011, 5:30 – 7:45 p.m.  
Irving Rec Center, 2010 Van Dorn Street  
(Approved October 3, 2011)**

**Present**      **Board Members:** Keith Dubas, Carla McCullough, Miles Bryant, Barbara Di Bernard, Jon Ihrig, Sara Moshman, Jon Ferguson, Ingrid Kirst, David Murphy, John Christensen, Bob Hutkins

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

**Member Guests:** Lynn Darling

**Absent:** Gail Kendall, Steven McFadden, Vicki Newman, Maggie Pleskac

**5:37 p.m.**      Chair, Carla McCullough called this meeting to order, welcomed Guests, Staff, and Board Members, followed by introductions. Announcements included 1) updates on options for relocating the BOD meeting and changing it to Wednesdays from 6:00 – 8:00 p.m., 2) recruiting Board Members to write articles for the monthly newsletter, the dirt, and 3) informing Board Members of the upcoming CBLD 101 that will be held in St. Louis, MO and that an email was sent out with further information.

**5:44 p.m.**      Consensus Items: The Minutes of the August BOD meeting and the Agenda for the September BOD meeting were introduced for approval. Approval of August Minutes with correction of Annual Meeting date, correct date is October 23, 2011. Approval of September Agenda with the addition of a Membership Redemption Request.

**5:45 p.m.**      Membership Redemption Request: Request approved. Discussion included the BOD questioning the reason for the request and stating concerns that there have been three Redemption Requests this year.

**5:57 p.m.**      Reserved Member Comments: Member, Lynn Darling, expressed concerns to the BOD regarding the recent termination of Jackie Barnhardt as the Outreach Educator and Membership Director. Chair, Carla McCullough, explained to Lynn Darling that with the exception of the GM the BOD does not have any authority when it comes to personnel and suggested that she speak with the GM, Kelsi Swanson. Lynn Darling expressed apprehension in doing so and Store Manager, Margot Conrad, suggested that she and Lynn

Darling could speak at a later date. Miles Bryant pointed out that there is a Grievance Procedure in place for employees to challenge a termination decision.

**6:00 p.m.** Because GM, Kelsi Swanson, is in Boston, MA for the NCGA General Assembly, Store Manager, Margot Conrad, presented the GM Report, noting Budgeted July Sales were \$383,464 (1<sup>st</sup> quarter budget of \$1,150,392.80/3) and Actual July Sales were \$356,410. Accounts Payable as of July 31, 2011 were \$127,745 and the last inventory was \$188,408, for a ratio of .68. Wages and Salaries for July 2011 were 22.38% or \$79,768. Wages and Salaries budgeted for the 1<sup>st</sup> quarter was 20.02% or \$71,353. Total Operating Expense for July 2011 was 41.86% or \$149,209. Total Operating Expense budgeted for the 1<sup>st</sup> quarter was 39.02% or \$139,071. Discussion included stronger sales after an initial downward trend since the opening of Trader Joe's in December of 2010.

Announcements included the hiring of Sherri Clark as the new Membership and Outreach Manager, the Accountants meeting with the Finance Committee regarding fiscal year-end review of financial statements, Colleen Nygren will report at the October BOD meeting with Finance Committee and GM regarding year-end numbers, and the opening of the CVS at 16<sup>th</sup> and South Streets has been put on hold since groundwater and soil contamination has been discovered.

**6:10 p.m.** Chair, Carla McCullough distributed a handout of a schedule of the Board's Goals and Priorities including Tasks and Decisions and Building Board Wisdom for July 2011 – June 2012.

**6:14 p.m.** Included in the handout was a list of ideas for improving meeting structure and materials. Discussion included the option of a "meeting packet," as suggested at the Board Retreat, to include Minutes, Agenda, GM Report, and other documents pertaining to specific meetings, the option of this information to be available at an online website for individual BOD Members to print out, and the possibility of utilizing google docs, as suggested by Jon Ferguson, along with a projector to replace paper copies needing to be printed.

**6:24 p.m.** G1 – G7, Planning Board self-evaluation, pairing new BOD Members with experienced ones. G1: Miles Bryant and Barbara Di Bernard, G2: John Christensen and Jon Ihrig, G3: Carla McCullough and Steven McFadden, G4: Sara Moshman and Bob Hutkins, G5: Jon Ferguson and Ingrid Kirst, G6: David Murphy and Keith Dubas. Absent BOD Members will be assigned and Chair,

Carla McCullough, will send out an email with instructions. Each group will report at the October BOD Meeting with comments and/or suggested improvements, including reviewing wording and assessing compliance.

- 6:34 p.m.** Policy Committee Report: Ingrid Kirst reported that the Committee met to discuss the Ends, the removal of the “expansion priorities, and removing “sensory celebration”. The goal is to just have Ends, not Global or Sub Ends. Also discussed were aligning the Ends and the Mission. The Committee’s discussion will continue in September and they will report to the BOD in October for further discussion and voting.
- 6:36 p.m.** Finance Committee Report: Sara Moshman reported that the Committee met to discuss L4 and assessing the GM quarterly, as suggested by CBLD, in regards to compliance vs. non-compliance, and revising Dashboard options. The Committee will report the year end L4 at the October BOD Meeting.
- 6:38 p.m.** Bylaws Review Committee Report: Miles Bryant reported that the Committee made suggested changes to Article IV, Section 1, regarding Election of Directors to streamline the Bylaws. Discussion included further changes. Roundtable revealed no concerns, and the By-Laws change was approved. The changes will be brought before the Membership at the Annual Meeting on October 23, 2011 for ratification:

Article IV  
Directors

Section 1, Election of Directors. The Board of Directors of the Cooperative shall consist of not less than nine (9) nor more than sixteen (16) members. Members of the Board of Directors shall be elected for staggered three (3) year terms, one third (approximately) standing for election each year.

- (a) Nominees for election to the Board must be members of Open Harvest. Staff members are not eligible to serve on the Board.
- (b) An Election Committee, consisting of Board members, staff members, and at least one member owner, shall be appointed by the Chair. The Committee shall be responsible for organizing and managing the election and for counting ballots and reporting results.
- (c) Winning candidates will be installed on the Board at the June meeting.

Miles Bryant also distributed a handout from CDS Consulting Co-op on Bylaws. The Bylaws Committee is seeking to utilize this guide,

the Fresh Start Bylaws Template, to review the current Bylaws with the goal of October 2012 for final approval. No concerns.

- 7:09 p.m.** Board Election Committee Report: Bob Hutkins distributed a handout on Board Elections Schedule and Procedures. The Committee is not seeking Board action at this time, but wants the BOD to review the submitted information and be willing and able to discuss it at the October BOD Meeting. Discussion included the request sent to Chair, Carla McCullough via email from Brian Ellis regarding a recount of the last BOD Elections. The Chair announced that she put in writing an official response from the BOD.
- 7:18 p.m.** Annual Member Meeting Committee Report: A sign up sheet for volunteers to help with set up and clean up distributed for the upcoming Annual Member Meeting scheduled for October 23<sup>rd</sup>, from 5:00 – 7:00 p.m. at the Auld Center. Committee Chair, Maggie Pleskac's report will be sent out to BOD Members via email.
- 7:20 p.m.** Guest Members' Comments: B.J. Birkel distributed a draft of a booklet for the Community Cooperation Program: open to Members to receive discounts at participating local independently owned businesses, for the BOD to preview. Sherri Clark distributed copies of the September newsletter, the dirt, and pointed out the upcoming events section for this month.
- 7:23 p.m.** The meeting adjourned, with the Board moving to Executive Session.

**Next Meeting:** October 3, 2011, from 5:30 – 7:30 p.m., at the Irving Rec Center. October meeting Agenda items will include: Monthly GM Report, monitor L9 (Owner Recruitment and Outreach) and L4 (Financial Conditions, 4<sup>th</sup> Quarter), Board self-evaluation (monitor G1 – G7), Committee Reports, continued planning of Annual Member Meeting, plan review of 3-5 years plan. Board priority for Building Wisdom in October is "Trends," including a review of the 2011-12 Annual Business Plan (p. 7-20). Additional Agenda items are requested two weeks prior to BOD Meeting. Guest Members 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](mailto:harvest@openharvest.coop).