

# Open Harvest Board of Directors

## Approved Meeting Minutes

October 5, 2009, 5:30 – 7:10 p.m. at Irving Rec Center  
2010 Van Dorn Street

- Present** Miles Bryant, Alisa Kushner, Sara Moshman, Carla McCullough, Ingrid Kirst, Michael Henry, Mary Jane Gruba, Flame Alligator, Melissa Garcia, Bob Hutkins, Maggie Pleskac, Dave Eckmann, Tim Arkebauer, Keith Dubas, Jim Nelson, Kelsi Swanson, Margot Conrad, Mary Rachael
- Absent** David Murphy, Gail Kendall, John Christensen, Jon Ferguson
- 5:38 p.m.** Welcome to guests, staff and Board members, with introductions  
Accept consensus items. Addition and changes to Agenda.  
Approval of September minutes.  
Sign up sheet for Board volunteers for Annual Meeting passed around.  
GM Report: accounts payable to inventory (.67), debt to equity (1.65), accounts payable (\$114,59.20) and inventory (\$171,035.) shared and discussed. Good cash flow reported; Open Harvest owes .67 on the dollar, last quarter had an increase of 3% over last year at the same time, \$2. to \$3. increase in sales per customer with grab and go making the biggest influence.
- 5:47 p.m.** South Street Business and Civic Association: Kelsi Swanson described the organization. Open Harvest is a current member. Keith Dubas stressed the importance of this organization and the need for Open Harvest to have Board representation and encouraged if anyone has an interest in being an Open Harvest representative on SSB&CA to contact him.
- 5:50 p.m.** Annual Auditor's Report: Stevenson and Associates, LLC representative not present. Table until future Board meeting.
- 5:51 p.m.** L4 Report: Sara Moshman shared the year end Dashboard report and compared the 4<sup>th</sup> quarter of both 2008 and 2009. Open Harvest's fiscal year quarters from the first quarter of 2007 to the fourth quarter of 2009 also outlined. Discussion included the impact of the economy and it's affect on income certain quarters. Jim Nelson suggested that next year the Dashboard could separate expansion expenses and pure store numbers.
- 5:56 p.m.** GM Presentation on Expansion: Jim Nelson reported that the expansion is 90% complete. Upcoming, the deli and seafood will be

moved, floor will be repaired, department signs will go up, new deli top installed and new slider exit doors installed with previous door remaining as the entrance. He also announced the cheese cutting room is currently operational, that we are currently \$100,000. under budget – stressing that not expanding on the second floor has made the biggest difference in budget. The expansion started a month late, but he announced essentially we have caught up to original outline of dates for completion.

Kelsi Swanson reported on the Grand Opening events with Jim Nelson stressing a four week window of attracting new members and showing off the store. Flyers including the Calendar of Events and outline of Grand Opening Advertising Budget passed out. Discussion included ideas for advertising, which currently includes weekly ads in the Lincoln Journal Star, the t-shirt design contest, and the need to keep department heads up-to-date on what is going on and then they can let their people know so everything will run smoothly. Kelsi Swanson passed out official invites to the Pre-Party on October 15<sup>th</sup> and hot/cold totes to each Board member.

**6:12 p.m.** Board Volunteering: Margot Conrad stressed the importance of having Board presence during the Grand Opening events and passed around a sign-up list for volunteering in-store during the days where there will be the greatest need. She also said members could email her if their schedule is unknown at this time. Volunteers are needed to greet buyers at the front door, bag groceries, and pass out samples. A 3 fold flyer of improvements, listing changes and local contractors and vendors who participated in the expansion, will be passed out in-store and a live slide show of the expansion will be on display, also showing photos of the store's past. Keith Dubas encouraged all Board members to attend the ribbon cutting on October 16<sup>th</sup>.

**6:21 p.m.** Cooperative Community Fund: Because some Board members were not present during past discussions, Maggie Pleskac explained its history and recently Colleen Nygren has sent out emails recording its financial history. The fund currently has less than \$800. Since some of the Board members who felt strongly about the possibility of changing its use in the past discussions were not present at this meeting, the discussion will be tabled until a future Board meeting.

**6:25 p.m.** Policy Committee Report: Ingrid Kirst shared that she and Alisa Kushner met in September to review M2. The Committee recommends changes to delete some wording. Ingrid Kirst distributed a handout with the changes. Keith Dubas proposed to accept the changes. No concerns.

Discussion included changes to policy to add visitors to the Board meetings input to the agenda. Dave Eckmann suggested that if someone not on the Board wants to talk for any length of time, they should contact Keith Dubas and be added to the agenda ahead of time. Keith Dubas suggested that if someone just shows up at the meeting, they can ask at the beginning of the meeting to be added to the agenda. Miles Bryant suggested that the Chair use his/her discretion re: each meeting and agenda if there is time. Bob Hutkins suggested that when the Chair asks at the beginning of the meeting if anyone has something to add to the agenda, it should include visitors and members.

Keith Dubas suggested changing the current practice of the Auditor's reporting, stating that last month's time spent on it was not very good use of the Board's time and that the Auditors could attend a meeting once per year and summarize their findings in 10 minutes and then the Finance Committee can take it from there. Bob Hutkins stressed that there just needs to be more time set aside for the Auditor's reporting in the agenda. Miles Bryant suggested that the Auditor's not just alter their reporting/time to the Board, but rather report directly to the Finance Committee and have the Committee report to the Board a condensed version. Ingrid Kirst stressed that the Auditor's reporting to the Board is an important use of time.

Jim Nelson brought up that according to next year's calendar L10 should have been reported on in September. This will be added to the Policy Committee as per Ingrid Kirst.

- 6:45 p.m.** Member Loan Committee Report: Committee no longer in existence. It was reported that 22 more people have signed up for the Pay It Forward program, which brings the total of memberships to 152 since September, equaling \$15,200. Bob Hutkins questioned how many of those are new members who are joining Open Harvest and choosing the Pay It Forward program.
- 6:49 p.m.** By-Laws Election Committee Report: Miles Bryant summarized the new set of By-Laws to be presented at the Annual Member's Meeting. The brief changes were discussed; Ingrid Kirst questioned if the changes should be in Policy vs. By-Laws, whether the wording should be as specific as they are outlined in the new changes and whether they were reviewed by an attorney, Maggie Pleskac agreed that they should be less specific so they would be more flexible. Bob Hutkins reported that the By-Laws Committee decided that they should be in the By-Laws vs. Policy, that suggested changes were sent out to Board members via email and the Committee received limited Board comments so the Committee took into consideration the timing, so it could be presented at the

Annual Member's Meeting, and the wording. Miles Bryant will present the new By-Laws at the Annual Meeting and changes can be suggested then.

Michael Henry asked if there is an agenda for the Annual Member's Meeting, if so, where Members could get one. It was suggested that the agenda be posted at the store.

- 7:02 p.m.** Annual Member's Meeting Committee: Carla McCullough shared event's scheduled plans, encouraged Board member's to donate door prizes, and announced that Kelsi Swanson will MC.
- 7:05 p.m.** Formation of Board Committee for GM Evaluation, Salary, and Bonus Review: Miles Bryant, Dave Eckmann, Bob Hutkins and Keith Dubas will be on the committee. They will be in contact via email.
- 7:06 p.m.** Keith Dubas encouraged Board members to look at Gs and report back to him.
- 7:07 p.m.** Board Elections: Announcement included that the Chair position, Vice Chair position and the Scribe position are the officer positions that are open.
- 7:08 p.m.** Miles Bryant announced that he will be gone Spring semester and will take a leave of absence from the Board. Keith Dubas requested that Ingrid Kirst look at the current policy on absenteeism and leave of absences, and have the Policy Committee report back to the Board.
- 7:10 p.m.** Adjourn

Respectfully Submitted,  
Mary Rachael

**Next Meeting:** November 2, 2009 from 5:30 to 7:30 p.m. at Irving Rec Center.