

Oryana Board of Director's Meeting Minutes – FINAL  
Thursday, June 20, 2024, 5:15pm

**Attendees:**

Colleen Valko, Tricia Phelps, Chuck Mueller, Marty Heller, Kathy Baylis Monteith, Sam Reese, Cy Agle, Parker Jones, Sarah Christensen (General Manager), Wendy Walter (Human Development Manager), Blythe Webster (Board Admin)

**Absent:** Kaitlyn Burns

**Guests:** none

**Welcome and Introductions:** Colleen Valko, Board President, called the meeting to order at 5:15pm.

A review of the Consent Agenda which included:

- Approval of May 16, 2024 Board of Directors Meeting Minutes
- Approval of June 20, 2024 Board of Directors Meeting Agenda
- GM FYI Report
- Upcoming education opportunities
- Executive Committee Charter

**MOTION:**

Kathy motioned to approve the Consent Agenda; Cy supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of this meeting's agenda, approval of May 16, 2024 Board of Directors Meeting Minutes, the GM FYI Report, Upcoming educational opportunities, and the Executive Committee Charter.

**Public Input:** Chuck shared that he visited the newly opened Detroit Food Coop and talked to staff there who were appreciative of the support Oryana provided with their store opening.

**Board Calendar Review**

Colleen covered upcoming Board meeting agenda items from the Board Calendar and shared that changes to upcoming agenda items will be included in monthly Board packets as they are determined.

**Governance – 2.9 Communication and Support to the Board and 2.6 Asset Protection**

No discussion

**MOTION:**

Parker motioned that the board has read and assessed the monitoring reports for policies 2.9 Communication and Support to the Board and 2.6 Asset Protection and found they provided evidence of compliance with a reasonable interpretation of the policies: Sam supported; The board approved the motion that they have read and assessed the monitoring reports for policies 2.9 Communication and Support to the Board and 2.6 Asset Protection and found they provided evidence of compliance with a reasonable interpretation of the policy. 8 yea/O nay/O abstain

**CCMA Recap from Attendees: Portland, Maine 2024**

Kathy shared the themes of the workshops she participated in: the importance of external communication with membership, while ensuring the Board speaks with one voice when sharing information; One coop's approach to Ends and Values, with Ends being determined by the board based on the values of the members; the GM/Board relationship.

Marty reported on the tour he joined to Norway, ME to learn about their creative community approach. He attended workshops focused on food access and coops moving beyond natural foods to other critical issues like housing, accessibility; One coop that changed their election cycle to have voting after GMM; Values and Ends process from Hanover Coop; and John Steinman's Cooperative Dialogue.

Chuck shared that he found value in the connections he made with Board Members from other coops. Themes from the programing he reported on included: Interconnectivity within communities, like coops encouraging volunteer service; food access with the hybrid model, coop's both selling organic and conventional food; GM care interview with Board; Board composition and diversity reflecting the membership.

## **Committee Reports**

### **2024 Recruitment, Nominations, & Election Feedback**

Chuck led a discussion on the intentional recruitment and vetting of Board candidates. The Committee will process the discussion and provide recommendations to the whole Board.

### **Engagement, Recruitment, and Nominations Committee**

Parker reported on the update to the committee's purpose with the addition of Engagement to Recruitment and Nominations. The Committee has discussed involvement in engagement opportunities, exploring a potential change to the election timeline, and understanding the demographics of membership.

### **Governance**

Cy reported on the content of the initial Governance Committee meeting; agenda included a reviews of retreat discussions and following up on work from the Bylaws Committee.

### **Executive Committee**

Colleen reported on the updated Committee Charter. Tricia as Secretary will be compiling educational opportunities on a monthly basis for Board members to be included with Board packet. A Board Retreat timing survey will go out before the July meeting in an effort to plan a date in January or February that will work for as many Board members as possible.

### **Patronage Recommendation from Sarah**

The Board discussed Sarah's recommendation to withhold patronage dividends for 2023 because of low net profit. The Board will have strategic conversation about patronage distribution in an upcoming board meeting this Fall.

### **MOTION:**

**Chuck motioned to retain net income from 2023 and not distribute patronage, as recommended by the GM: Marty supported; The board approved the motion to retain net income from 2023 and not distribute patronage, as recommended by the GM. 8 yea/o nay/o abstain**

### **Bylaws Finalization**

### **MOTION:**

Oryana Board of Directors Meeting – June 20, 2024

Sam motioned to finalize the adoption of bylaws as duly adopted and approved according to Bylaws procedures, by the General Membership on April 18, 2024: Tricia supported; The board approved the motion to finalize the adoption of bylaws as duly adopted and approved according to Bylaws procedures, by the General Membership on April 18, 2024. 8 yea/0 nay/0 abstain

**Public Input and Announcements:** Tricia encouraged the Board to attend a Pit Spitters game together; Kathy asked for late additions to the packet to be emailed to the whole board.

**Closed Session:**

Colleen moved the Board to Closed Session to include Sarah at 6:53, to discuss personnel update.

**Next Meeting:**

July 18, 2024, 5:15pm

**Adjourn:**

The meeting was adjourned at 7:09pm.

 _____ Tricia Phelps, Secretary	Date <u>7/18/2024</u>
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