

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

Attendees:

Colleen Valko, Tricia Phelps, Chuck Mueller, Marty Heller, Cy Agle, Kathy Baylis Monteith, Kaitlyn Burns, Sarah Christensen (General Manager), Wendy Walter (Human Development Manager), Kristen Harris (Marketing & Communications Manager), Blythe Webster (Board Admin)

Absent: Sam Reese, Parker Jones

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 July 18, 2024 Board of Directors Meeting Minutes
- Approval of August 15, 2024 Board of Directors Meeting Agenda
- GM FYI Report
- Board Calendar

MOTION:

Marty motioned to approve the Consent Agenda; Tricia supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of this meeting's agenda, approval of July 18, 2024 Board of Directors Meeting Minutes, the GM FYI Report, Board Calendar.

Public Input: None

Committee Reports

Engagement, Recruitment, and Nominations Committee

Kathy reported that there will be a newsletter article coming out in the next Fresh Press to start the recruitment process and encouraged Board Members to think about potential Board candidates they know. The committee is considering opportunities for meaningful owner engagement and is discussing offering office hours for open engagement and connecting with Owners. These types of engagement opportunities would be in addition to participating in activities organized by store operations. Chuck added that October is Co-op Month and will be a good time for Board member engagement.

Governance Committee

Cy summarized the most recent committee meeting. The committee plans to review Board Policy 4.7. Code of Conduct next.

Executive Committee

Colleen reported that the EC is looking at retreat date information provided by Board members and will send out the information gathered to the whole Board to try to find a date that works with all Board members schedules. Colleen asked Board members for input on considering Board meetings being held at West on a regular basis, there was agreement to proceed. Colleen talked about a Co-op Month event on October 30th and asked if Board members were planning to attend. Board members should let Sarah know if they would like pronouns included on the website. Lastly Colleen restated that the process

for GM compensation will be ongoing discussion with the Board to make sure the process is clearly understood.

Shopper Survey

Staff were looking for input from Board members on adding a member's values questions to the upcoming Shopper Survey. Sarah will use Board discussion to inform the question content.

Board Process Policy Discussion

Colleen led a discussion to gather input from Board members on changes to Board Policy 4.7, Board Code of Conduct. With the Bylaw change, the removal staff as board member language needs to be addressed and it is an opportunity to revisit the policy. It was determined that the policy could use more specific language. The Governance Committee will consider Board input and work on a draft revision.

Monitoring - 2.4 Financial Condition & Activities - 2nd Quarter

Sarah qualified that the data used for comparison is only as good as what has been provided from other coops, which is an important consideration with comparison metrics.

MOTION:

Kathy motioned that the board has read and assessed the monitoring report for policy 2.4 and found it provided evidence of compliance with a reasonable interpretation of the policy, except for item 6 for which the board acknowledges non-compliance and accepts the plan for compliance.; Cy seconded. The Board approved the motion that they have read and assessed the monitoring report for policy 2.4 Financial Condition & Activities for the 2nd Quarter and found it provided evidence of compliance with a reasonable interpretation of the policy, except for item 6 for which the board acknowledges non-compliance and accepts the plan for compliance. 7 yea/O nay/O abstain

Board Development - Role Playing Activity with HD

Wendy led a role-playing activity with the goal of helping Board Members respond to owner concerns and questions.

Public Input and Announcements:

Closed Session:

Colleen moved the Board to Closed Session to include Sarah at 6:51, for Quarterly GM and Board Check In.

Colleen moved the Board out of the Closed Session at 7:03pm.

Next Meeting:

September 19, 2024, 5:15pm

Adjourn:

The meeting was adjourned at 7:04pm.

 _____ Tricia Phelps, Secretary	10/3/2024 _____ Date
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