

Oryana Board of Director's Meeting Minutes - FINAL
Thursday, September 19, 2024, 5:15pm

Attendees:

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

Absent: Parker Jones, Cy Agle, Kaitlyn Burns

Guests: None

Welcome and Introductions: Colleen Valko, Board President, called the meeting to order at 5:16pm.

A review of the Consent Agenda which included:

- Removal of August 15, 2024 Board of Directors Meeting Minutes
- Approval of September 19, 2024 Board of Directors Meeting Agenda
- GM FYI Report & NCG Participation Report
- Board Calendar (next 3 months)

MOTION:

Sam motioned to approve the Consent Agenda; Marty supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of this meeting's agenda, the GM FYI Report & NCG Participation Report, and the Board Calendar for the next 3 months. 6 yea/O nay/O abstain

MOTION:

Kathy motioned to approve the August 15, 2024 Board of Directors Meeting Minutes with the correction to the motion for policy 2.4, as stated: 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.: Sam supported; The Board approved the August 15, 2024 Board of Directors Meeting Minutes with the correction to the motion for policy 2.4, as stated: 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. The minutes have been approved as corrected. 6 yea/O nay/O abstain

Public Input: Prior to the meeting, a member emailed concerns regarding the tone and brevity of Oryana's responses to customer comments in a recent newsletter. The member felt that some responses were dismissive and ableist. The person also suggested considering more ways to engage members in addressing feedback.

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 Board Candidate recruitment process. The Committee plans to discuss a potential change to the timeline for Board elections, moving the election until after the GMM. The benefits of holding elections after the membership has been able to hear from Board candidates at the annual meeting was outlined

by another Coop at CCMA, a change to the timeline would require a bylaw change. Chuck added that there are upcoming events in October for Co-op Month and Board Candidate Recruitment Q&A's will also be coming up soon.

Governance Committee

Colleen reported that the committee drafted an updated Board Policy 4.7 Board Member's Code of Conduct, as well as an updated Board Policy 4.10 Grievance Policy, which were shared in the packet for Board member review.

Policy 4.7 was due for an update. The updated policy clarifies gray areas around expectations of board members, as well as formatting. The Board discussed the proposed changes to Board Policy. Chuck proposed creating a process document for removal of board members, this will be included in future Board process documentation.

MOTION:

Tricia motioned to approve the new language of Board Policy 4.7; Chuck supported; the Board approved the new language of Board Policy 4.7. 6 yea/O nay/O abstain

Policy 4.10 needed to be revised to align with the Grievance Policy contained in the Staff Handbook. The Board discussed the proposed changes to Board Policy 4.10. The Executive Committee will discuss a process for maintaining consistency with future changes to the Staff Handbook.

MOTION:

Sam motioned to approve Board Policy 4.10 as presented; Tricia supported; the Board approved Board Policy 4.10 as presented. 6 yea/O nay/O abstain

Colleen introduced, and the Board discussed, the Board policy self-monitoring process that was used in prior years. The Board agreed to reimplement the survey process, and the Governance committee will discuss implementation.

Executive Committee

Colleen reported that the EC has continued to discuss the GM Compensation and evaluation process and is working to have a clear process in place by the beginning of 2025.

Closed sessions will be added to the agenda on a regular basis to allow space for appropriate discussion as needed.

Kathy added that ongoing Board education has also been considered and Board members are encouraged to share articles for all to read and discuss, on that topics help facilitate board work. Tricia will collect articles to bring to EC for adding to agenda as relevant.

Executive Committee Report - Board Priorities for '24-'25

Colleen outlined Board priorities discussed by EC for the next year. The three priorities areas are Healthy Board Perpetuation, Excellent Governance, and GM Onboarding. Details include documenting Board processes and monitoring of Board policies, initiating a review of Ends policies, and building a strong working relationship with GM and ensuring policy alignment.

Mondragon Reflections

Marty shared some information about Mondragon from a recent visit to Spain. Mondragon is a network of worker owned cooperative companies.

Board Development Discussion - GM Compensation and Evaluation Process Discussion

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The Board read an article from Columinate about setting a process for GM compensation. Rose Marie Klee will facilitate a discussion at the October or November Board meeting. Colleen solicited questions to share with Rose Marie ahead of that discussion.


Public Input and Announcements: Colleen reminded the Board of the upcoming October Co-ops event, a RSVP email will be sent out.

Next Meeting:

October 17, 2024, 5:15pm, 10th Street

Adjourn:

The meeting was adjourned at 6:58pm.

 Tricia Phelps, Secretary	_____ 10/17/24 Date
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