

Oryana Board of Director's Meeting Minutes – FINAL
Thursday, October 17, 2024, 5:15pm

Attendees:

Colleen Valko, Tricia Phelps, Chuck Mueller, Marty Heller, Kathy Baylis Monteith, Sam Reese, Parker Jones, Cy Agley, Sarah Christensen (General Manager), Wendy Walter (Human Development Manager), Amy McIntire (Finance Manager), Victor Fontaine (Operations Director), Blythe Webster (Board Admin), Rose Marie Klee (Columinate)

Absent: Kaitlyn Burns

Guests: Jeff Wood (Intrust CPA)

Welcome and Introductions: Colleen Valko, Board President, called the meeting to order at 5:14pm.

A review of the Consent Agenda which included:

- Approval of September 19, 2024 Board of Directors Meeting Minutes
- Approval of October 17, 2024 Board of Directors Meeting Agenda
- GM FYI Report
- Board Calendar (next 3 months)

MOTION:

Cy motioned to approve the Consent Agenda; Sam supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of the September 19, 2024 Board Meeting Minutes, this meeting's agenda, GM FYI Report, and the Board Calendar for the next 3 months.

Public Input: None

Board Development: Finance Training, Jeff Woods, Intrust CPA

Jeff led the Board in an overview and discussion of Oryana's Balance Sheet.

Committee Reports

Engagement, Recruitment, and Nominations Committee

Parker reported that the Board received the ERN Committee report with the Board meeting packet. There are several events planned for prospective Board candidates, the first Q&A will be held in November. The Committee revised the Board candidate packet which is now available through the website.

Governance Committee

Cy shared that the Committee discussed the Governance calendar which is reflected in the updated Board Calendar.

Executive Committee

Colleen reported that the EC discussed the Board meeting schedule for the beginning of the year based on the Board Retreat timing. After Board discussion it was decided to cancel the January Board meeting, and ERN will reschedule January Board candidate Meet and Greet event. Tricia reminded Board members to share reading material with her for future discussion.

Monitoring: 2.1 Treatment of Consumers & 2.2 Membership

The Board discussed Sarah's interpretation and metrics used to support the policies. Both policies were flagged for future discussion by the Board to ensure that the language reflects the intent of the policy.

MOTION:

Chuck motioned to approve the motion that the Board has read and assessed the Monitoring Reports for Policies 2.1 and 2.2 and found they provided evidence of compliance with a reasonable interpretation of the policy; Marty supported; the Board approved the motion that the Board has read and assessed the Monitoring Reports for Policies 2.1 and 2.2 and found they provided evidence of compliance with a reasonable interpretation of the policy. 8 yea/O nay/O abstain

Board Self-Monitoring: 4.0 Global Governance Commitment & 4.2 Board Responsibilities

The Board discussed survey responses and the Governance Committee will review the policies and suggest updates based on the feedback.

Board Development Discussion - GM Compensation and Evaluation Process Discussion

Rose Marie Klee facilitated a discussion on how the Board can approach processes for GM Compensation and Evaluation, so they are prepared as these processes are shifted to the entire Board, rather than the responsibility of the Executive Committee as in the past.

Public Input and Announcements: None

Closed Session:

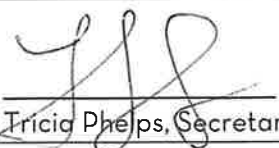
Colleen moved the Board to Closed Session to include Sarah at 7:16pm.
Colleen moved the Board out of the Closed Session at 7:32pm.

Next Meeting:

November 21, 2024, 5:15pm, Oryana West

Adjourn:

The meeting was adjourned at 7:33pm.

 Tricia Phelps, Secretary	<u>11/21/24</u>	Date
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