

Oryana Board of Director's Meeting Minutes - Final
Thursday, November 20, 2025, 5:15pm

Attendees:

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

Absent: none

Guests: Pam Darling, Kevin Summers, Adam Ziegler

Welcome and Introductions: Kaitlyn Burns, Board Vice President, called the meeting to order at 5:15pm.

A review of the Consent Agenda which included:

- Current Meeting Agenda
- Approval of August 21, 2025 Board of Directors Meeting Minutes
- GM FYI Report
- Committee Reports
- Board Calendar (next 3 months)

MOTION:

Kathy motioned to approve the Consent Agenda; Sam supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of the Current Meeting Agenda, the August 21, 2025 Meeting Minutes, GM FYI Report, Committee Reports, and the next 3 months of the Board Calendar.

Kaitlyn noted that the Board Retreat will be held in lieu of a January Board Meeting.

Public Input: Pam asked about how product mix is determined between the two store locations.

Committee Work

Engagement Committee

Marty and Andrew reported that the committee has discussed how having clarity on an Ends review process will inform engagement plans. They are working on researching best practices from other coops' Ends reviews, and plan to have a draft plan ready for discussion at the Board retreat.

Recruitment and Nominations Committee

Tricia reported that there was good candidate turnout at the recent Q&A session. There will also be a virtual Q&A session in January, and candidates are invited to attend upcoming meetings early for questions and discussion. The committee shared a draft email for Board members to send to any potential candidate that has expressed interest in learning more about the Board.

Governance

Sam asked for feedback on the Board Attendance and Preparedness process document that was developed based on feedback from the 4.7 policy review. The Board agreed that it will be helpful for clarifying expectations going forward.

Executive Committee

Kaitlyn reported that the Retreat date and location has been set for the weekend of January 31 at Commongrounds. The EC is working through the GM Compensation process. The committee also discussed a potential GOM meeting location change to the Hagerty Center. Sarah asked for the Board's input on the change and shared the tentative date of Wednesday April 15th.

Preparing for Ends Policy Revision

Marty led a discussion to elicit initial Board input on an Ends review process. The Board discussed the range of possible outcomes from generating new ideas with a deep-dive, updating and editing the current Ends, or deciding no change is needed.

Monitoring

2.4 Financial Condition and Activities - 3rd Quarter

Sarah responded to questions on the monitoring report for policy 2.4. In December she will provide an update on 2.4.7 which was reported out of compliance.

MOTION:

Sam motioned that the board has read and assessed the monitoring report for policy 2.4 Financial Condition and Activities (3rd Quarter) and found it to demonstrate a reasonable interpretation and evidence of compliance, with the exception of sub-policy 2.4.7, which was found non-compliant with a reasonable plan towards compliance; Andrew seconded. The Board approved the motion that they have read and assessed the monitoring report for policy 2.4 Financial Condition and Activities (3rd Quarter) and found it to demonstrate a reasonable interpretation and evidence of compliance, with the exception of sub-policy 2.4.7, which was found non-compliant with a reasonable plan towards compliance. 7 yea/O nay/O abstain

2.1 Treatment of Customers

Sarah responded to questions on the monitoring report for policy 2.1.

MOTION:

Tricia motioned that the board has read and assessed the monitoring report for policy 2.1 Treatment of Customers and found it to demonstrate a reasonable interpretation and evidence of compliance; Kathy seconded. The Board approved the motion that they have read and assessed the monitoring report for policy 2.1 Treatment of Customers and found it to demonstrate a reasonable interpretation and evidence of compliance. 7 yea/O nay/O abstain

2.2 Membership

Sarah responded to questions on the monitoring report for policy 2.2.

MOTION:

Kathy motioned that the board has read and assessed the monitoring report for policy 2.2 Membership and found it to demonstrate a reasonable interpretation and evidence of compliance; Andrew

seconded. The Board approved the motion that they have read and assessed the monitoring report for policy 2.2 Membership and found it to demonstrate a reasonable interpretation and evidence of compliance. 7 yea/O nay/O abstain

Policy Review & Reflection – 3.X (Board-GM Delegation) Policies

Sam led the Board in a discussion of the self-evaluation results for the 3.x policies. Two points stood out for particular focus.

The feedback from 3.1 highlights a need for a process document for Board requesting staff resources from the GM, the Governance Committee will note this for future committee work.

The review of 3.4 provided an opportunity to review the process document related to GM non-compliance.

Public Input and Announcements:

Kevin asked about the sort of requests the Board might make for staff assistance.

Closed Session: Board Check-In

Kaitlyn moved the Board to Closed Session to include Sarah at 6:17pm

Kaitlyn moved the Board out of the Closed Session at 7:22pm

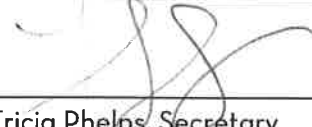
Next Meeting:

The next Board Meeting is December 18th, 2025, 5:15pm at Oryana 10th Street

January Board Meeting is cancelled for Board Retreat

Adjourn:

The meeting was adjourned at 7:23pm.



Tricia Phelps, Secretary

1/30/26

Date