

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

Attendees:

Kathy Baylis Monteith, Sam Reese, Chuck Mueller, Colleen Valko, Kaitlyn Burns, Cy Agley, Tricia Phelps, Marty Heller, Parker Jones, Sarah Christensen (General Manager), Wendy Walter (Human Development Manager)

Absent: n/a

Guests: Jill Vincent, Emily Arbut, Bob Aukerman

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

A review of the Consent Agenda which included:

- Approval of November 21, 2024 Board of Directors Meeting Minutes
- Approval of December 19, 2024 Board of Directors Meeting Agenda
- GM FYI Report
- Committee Reports
- 4.2 Revised Policy Proposal
- 8th Cooperative Principal Adoption
- Board Calendar (next 3 months)

MOTION:

Sam motioned to approve the Consent Agenda; Kathy supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of the November 21, 2024 Board Meeting Minutes, this meeting's agenda, GM FYI Report, Committee Reports, 4.2 Revised Policy Proposal, 8th Cooperative Principal Adoption, and the Board Calendar for the next 3 months.

Public Input: None

Committee Reports

Engagement, Recruitment, and Nominations Committee: ERN has reached out to potential Board candidates. There was a Q&A session in November; there will be another on January 9, 5:15 - 6:15pm at West.

Governance Committee: Nothing to add from the report provided in the Board packet.

Executive Committee: The EC met with Sarah and Rose Marie to discuss the upcoming retreat. A draft agenda will be sent out in early January. The Board will also be completing the annual self-evaluation in January so it can be discussed at the retreat.

Proposal to update TBA Certificate of Deposit:

The Board discussed the TBA certificate of deposit that has outdated signers.

MOTION:

Sam motioned to remove Steve Nance and Amy Tennis as signers of the TBA certificate of deposit; Tricia supported; the Board approved the motion.

MOTION:

Sam motioned to add Sarah Christensen and Amy McIntire as signers of the TBA certificate of deposit; Cy supported; the Board approved the motion.

Monitoring: 2.3 Treatment of Staff & 2.8 Compensation and Benefits

The Board received monitoring reports for 2.3 Treatment of Staff and 2.8 Compensation and Benefits in the Board packet.

MOTION:

Chuck motioned that the Board has read and assessed the Monitoring Reports for Policies 2.3 and 2.8 and found they provided evidence of compliance with a reasonable interpretation of the policies; Parker supported; the Board approved the motion that the Board has read and assessed the Monitoring Reports for Policies 2.3 and 2.8 and found they provided evidence of compliance with a reasonable interpretation of the policies. 9 yea/O nay/O abstain

Board Self-Monitoring: 4.3 Agenda Planning & 4.4 Board Meetings

Kaitlyn led a discussion on Board policies 4.3 Agenda Planning and 4.4 Board Meetings. Both policies will go back to the Governance Committee to draft updated language to be brought back to the full Board.

2025 Board Budget

The proposed 2025 Board Budget was reviewed. Some changes include the move to align the financial setup with the common chart of accounts (with NCG) as well as seeing the line items of the budget instead of the overall amount. Benchmarks, including other co-ops in the Midwest and with similar sales volume, were provided to the Board. Sarah also let the Board know they would be receiving a quarterly report specifically reviewing the Board budget.

The Board also engaged in a conversation about Board compensation, which has not changed since at least 2014. Colleen will follow up with Rose Marie about adding the Board compensation topic to the retreat agenda and include Kathy for any prep/research work ahead of time.

MOTION:

Sam motioned to approve the Board budget as presented, with the addition of "Ad hoc owner meetings/engagement" description to the "Owner Meeting & Report Expense" line item; Tricia supported; the Board approved the motion approving the Board budget as presented, with the addition of "Ad hoc owner meetings/engagement" description to the "Owner Meeting & Report Expense" line item. 9 yea/O nay/O abstain

Public Input and Announcements: None

Closed Session for Board Check In:

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Colleen moved the Board to Closed Session to include Sarah at 6:42pm.
Colleen moved the Board out of the Closed Session at 7:02pm.

Next Meeting:

No BOD meeting in January. Board retreat planned 2/1-2/2
February 20, 2025, 5:15pm, Oryana 10th Street

Adjourn:

The meeting was adjourned at 7:02pm.

 Tricia Phelps, Secretary	<u>2/17/2025</u> Date
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