

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

Attendees:

Colleen Valko, Kaitlyn Burns, Chuck Mueller, Tricia Phelps, Marty Heller, Kathy Baylis Monteith, Sam Reese, Parker Jones, Cy Agle, Sarah Christensen (General Manager), Kirsten Harris (Marketing & Communications Manager), Wendy Walter (Human Development Manager), Victor Fontaine (Operations Director), Blythe Webster (Board Admin)

Absent: None

Guests: Andrew Dodson, Brian Raetz

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 February 20, 2025, Board of Directors Meeting Agenda
- GM FYI Report
- Committee Reports
- *Board Calendar (next 3 months) - Removed for discussion*
- 4.3 Annual Agenda Planning
- 4.4 Board Meetings

MOTION:

Parker motioned to approve the Consent Agenda; Kathy supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of this meeting's agenda, GM FYI Report, Committee Reports, 4.3 Annual Agenda Planning, 4.4 Board Meetings.

Review of the Board Calendar for the next 3 months was removed from the consent agenda for discussion. Marty noted the calendar incorrectly listed nominations from floor at the General Membership Meeting as a required element. Also, the Newsletter deadlines will need to be updated with change in distribution timing.

Public Input: None

Shopper Survey Results

Kirsten presented results from the September Shopper Survey. Results were compared with other co-ops across the country. In general, respondents indicated Oryana meets their needs and a high level of satisfaction with the co-op. Respondents were highly satisfied with customer service, staff, and store cleanliness. Areas targeted for improvement based on responses include price perception and communicating value of membership.

Committee Work

Engagement, Recruitment, and Nominations Committee

Parker reported there are 5 candidates running for 3 open Boards seats in the upcoming election. The next step is the candidate videos. The Committee has discussed realistic expectations for board engagement. The capacity of Board members is better suited to joining store planned events rather than planning separate engagement opportunities. Also specifically focusing Board engagement

towards the Ends. Kaitlyn and Kathy recently participated in the membership drive. Kathy will be meeting with Sarah and Kirsten to discuss GOM.

Governance Committee

Cy reported that the Governance Committee finalized the updated 4.3 and 4.4 policies, and started revising 4.5, 4.6, and 4.8 policies.

Executive Committee

Colleen reported that the EC Committee update was shared in the Board packet. She invited Board members with an interest in running for the EC next term to join upcoming EC meetings.

Committee Work for 2025-2026 Term

The Board determined that Engagement should be separated from Recruitment and Nominations Committee for the coming year. The work of the Governance Committee will evolve from wordsmithing/policy updates to other monitoring of board work and effectiveness. Chuck suggested potential members joining the Engagement Committee to help with additional capacity building. The committees for the upcoming Board term will be Executive, Governance, Engagement, and Recruitment/Nominations.

Monitoring

2.0 Global Executive Constraint

The Board discussed the report on 2.0 Global Executive Constraint shared in the Board packet. Sarah responded to questions.

MOTION:

Tricia motioned that the board has read and assessed the monitoring report for policy 2.0 and found it provided evidence of compliance with a reasonable interpretation of the policy; Marty seconded. The Board approved the motion that they have read and assessed the monitoring report for policy 2.0 Global Executive Constraint and found it provided evidence of compliance with a reasonable interpretation of the policy. 9 yea/O nay/O abstain

2.7 Emergency GM Succession

The Board discussed the report on 2.7 Emergency GM Succession shared in the Board packet. Sarah responded to questions.

MOTION:

Sam motioned that the board has read and assessed the monitoring report for policy 2.7 and found it provided evidence of compliance with a reasonable interpretation of the policy; Chuck seconded. The Board approved the motion that they have read and assessed the monitoring report for policy 2.7 Emergency GM Succession and found it provided evidence of compliance with a reasonable interpretation of the policy. 9 yea/O nay/O abstain

4.5 Officer Roles and 4.6 Election of Officers

The Governance Committee is working on rewrites for 4.5 and 4.6. The updated policies will be shared with the Board at the March meeting.

CCMA: participants and logistics – Duluth, May 29-31

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Board members planning on attending CCMA should book flights and give Sarah schedule details.

Public Input and Announcements: Brian shared thoughts on Tom's as source for local products.

Closed Session:

Colleen moved the Board to Closed Session to include Sarah at 6:30pm

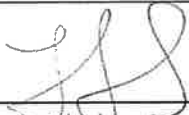
Colleen moved the Board out of the Closed Session at 7:01pm

Next Meeting:

March 20, 2025, 5:15pm, Oryana West

Adjourn:

The meeting was adjourned at 7:01pm.



Tricia Phelps, Secretary

3/20/25

Date

