

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

Attendees:

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

Absent: Colleen Valko

Guests: None

Welcome and Introductions: Kaitlyn Burns, Board Vice President, called the meeting to order at 5:16pm.

A review of the Consent Agenda which included:

- *Current Meeting Agenda – Removed for discussion*
- Approval of February 20, 2025 Board of Directors Meeting Minutes
- GM FYI Report
- Committee Reports
- Board Calendar (next 3 months)
- Policy Updates: 3.0 Global Governance – Management Connection, 3.1 Unity of Control, 3.2 Accountability of the GM, 3.3 Delegation to the GM, 3.4 Monitoring GM Performance, 3.5 Compensating the GM (new!), 4.5 Officer Roles, 4.6 Election of the Officers
- *4.8 Board Committee Principles – Removed from Consent Agenda*

MOTION:

Tricia motioned to approve the Consent Agenda; Kathy supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of the February 20, 2025 Meeting Minutes, GM FYI Report, Committee Reports, the next 3 months of the Board Calendar, and Policy Updates: 3.0, 3.1, 3.2, 3.3, 3.4, 3.5, 4.5, and 4.6.

The current meeting agenda was removed from the consent agenda for discussion. The current meeting agenda was amended to table the discussion of the 4.8 policy. The update to 4.8 policy was also removed from the consent agenda to be added to the May meeting agenda along with the discussion of the policy monitoring for 4.8.

MOTION:

Tricia motioned to approve the Revised Current Meeting Agenda with the removal of policy 4.8 discussion; Kathy supported; the Board approved the Revised Current Meeting Agenda.

Public Input: None

Committee Work

Engagement, Recruitment, and Nominations Committee

Parker reported the videos have been shared for the 5 candidates running for the open Boards seats. This concludes the recruitment process for the committee.

In regards to engagement, Parker reported that going forward the Engagement Committee will be specifically focused on Ends engagement. The committee discussed a calendar for the coming year for engagement and recruitment committee work.

Governance Committee

Cy reported that the Governance Committee finalized the various Board - General Manager Delegation and Board Process policies which were approved with the consent agenda.

Executive Committee

Kaitlyn reported that the EC update was shared in the Board packet. The EC discussed the splitting of the Engagement and Recruitment/Nominations committees going forward, as well as planning the upcoming Board Orientation. Tricia and Kathy are working on SharePoint organizational improvements and will be developing a process document for SharePoint use reference.

Committee Work for 2025-2026 Term

The Board discussed Committee work in preparation for the new Board term. Kaitlyn asked for committees to work on preparing committee charters for the May Board meeting. In addition to splitting Engagement and Recruitment/Nominations committees, the work of the Governance committee will change now that policy revisions have all been recently completed. The Board discussed how an Ends review process will be the work of the full Board but may have aspects which are led by Committees. Kathy encouraged Board members to share interest in EC positions and committee chairs going into the new Board term.

Monitoring

2024 Patronage Recommendation

The Board discussed the Patronage options presented by Sarah for consideration.

MOTION:

Sam motioned to approve and accept the 1st option (Higher Distribution) for patronage distribution for 2024, Chuck second. The Board approved the motion to accept the 1st option for patronage distribution for 2024. 8 yea/o nay/o abstain

2.4 Financial Condition and Activities - 4th Quarter and full year

The Board discussed the report on 2.4 Financial Condition and Activities - 4th Quarter and full year shared in the Board packet. Sarah responded to questions.

MOTION:

Marty motioned that 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; Kathy seconded. The Board approved the motion that they have read and assessed the monitoring report for policy 2.4 Financial Condition and Activities - 4th Quarter and full year and found it provided evidence of compliance with a reasonable interpretation of the policy. 8 yea/o nay/o abstain

2024 Ends Report

Board members discussed the Annual Ends Report with Sarah.

MOTION:

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Tricia motioned that the board has read and assessed the 2024 Ends Report and found it provided evidence of compliance with a reasonable interpretation of the policies; Sam seconded. The Board approved the motion that they have read and assessed the 2024 Ends Report and found it provided evidence of compliance with a reasonable interpretation of the policies. 8 yea/O nay/O abstain

GOM Overview & Assignments

Board members volunteered for assignments for the General Ownership Meeting. Sarah communicated the plan developed by staff for the event. The Board discussed engagement activity ideas for the meeting.

Public Input and Announcements: Tricia shared her appreciation for the fresh meat at 10th Street.

Closed Session:

Kaitlyn moved the Board to Closed Session to include Sarah at 6:53pm

Kaitlyn moved the Board out of the Closed Session at 7:15pm

Next Meeting:

April 17, 2025, General Ownership Meeting

Adjourn:

The meeting was adjourned at 7:15pm.

 _____ Tricia Phelps, Secretary	<u>5/15/25</u> Date
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