



Oryana General Membership Meeting Minutes – FINAL April 18, 2024

Sarah opened the meeting by thanking the Oryana community, both members and staff, for the warm welcome in her new role as CEO. She recognized the Marketing team that coordinated the event and acknowledged the other staff present.

Welcome: Colleen Valko, Board President, convened the meeting at 6:02pm and thanked everyone for attending. Colleen introduced the Board members.

Review and Approval of 2023 Minutes: Holly Jo Sparks, Board Secretary, called attention to the 2023 General Ownership Meeting minutes distributed on each table. Jim Dagwell made a motion to approve the minutes and Jim Schlueter seconded the motion. The minutes from the 2023 meeting were approved.

Treasurer's Report: Holly Jo Sparks, Board Secretary, presented the Treasurer's report and called attention to the printed copy distributed at each table in the Treasurer's absence. Highlights include sales for 2023 at just under 35 million and ownership as of December 31, 2023 at 11,088. As of December 31, 2023, assets totaled 14.5 million vs. 13.7 million in 2022 and liabilities of 6.2 million vs. 6.3 million in 2022.

Candidate Nominations: Colleen asked for nominations from the floor. John O'Neill nominated Christopher Miller, Carla Bloom seconded, Miller accepted the nomination; John O'Neill nominated MJ Rozek, Katherine Roth seconded, MJ declined the nomination.

Agenda Amendment/Additional Public Input: John O'Neill motioned to amend the agenda to include discussion of bylaw changes, Sally VanVleck seconded; additional public input period was added to the agenda.

- Concern was expressed about the proposed bylaw changes, in particular the proposed change to eliminate nominations of Board Member candidates from the floor at the annual meeting, and the proposed change to not allow employees to serve on the board. The opinion was shared that members were not consulted in a meaningful way, and members were urged to vote no on bylaw changes.
- A co-op employee expressed concern about employees being excluded from serving on the board, and suggested members should be more involved and attend board meetings.
- It was suggested that the board consider having a mechanism for staff to have a voice with the board.
- Several members shared their concern for the change of staff not being allowed to serve on the board, and voiced support and appreciation for co-op employees.
- A member shared that they voted before reading the bylaw changes and was concerned about the changes only being available online, they suggested postponing voting on the changes.
- It was commented that it is common practice for a Board to express staff management concerns through GM and likewise for staff to communicate to a Board through the GM. The Board was asked to share information about how the bylaw change process and decisions were made.
- Members of the Board Bylaws Committee spoke about the process for the bylaw change proposal and shared personal reasons for deciding to support the bylaw change proposal.
- A member pointed out that all members are invited to attend monthly Board meetings to learn about Board work.
- There was a request for clarification on member/owner language and if it would affect equity; the Board responded to clarify the change in the equity refund process.
- Chris Miller shared that he had decided to decline his nomination to the Board.

Colleen opened up final voting.

A short break was taken for final voting.

Board Report: Colleen Valko, Board President, addressed the meeting with a Board update. Colleen recognized Steve Nance, former GM, and all of his efforts in service to the co-op over the past 14 years. She welcomed Sarah Christensen as new GM and thanked Steve and staff for assistance with the transition. Colleen shared that the bylaw change process was deliberate and the Board knew it would be contentious; she encouraged members to come to board meetings to be involved in the work the Board is doing. The Board focus going forward will be Owner Linkage and Strong Board Culture, with a hope that the Oryana Board can be a model board for other co-ops. Colleen finished by thanking members for their engagement and concern for the co-op.

State of the Co-op Address: Sarah Christensen, Oryana General Manager, presented the state of the co-op. She started by stating that grocery is a challenging industry and that it is even more so as a co-op. The challenge is to stay competitive and innovate, while holding close to co-op principles. Annual sales in 2023 were just under 35 million, which represented 5.43% sales growth over 2022. Sarah shared metrics on Oryana's financial health, including the co-op's strong cash position. Highlights from 2023 included: Solar panels added at West, equipment upgrades at both stores, celebrating Oryana's 50th anniversary, and the opening of Sprout Café. In 2023, Oryana for Good efforts included 42,600 lbs of food donated to Food Rescue, \$10,000 in Microloans, and \$164,681 in total donations and sponsorships. Sales of local products in 2023 totaled over \$11 million. 2024 Goals include 5% sales growth, a West café remodel, and connecting with local schools and students. Sarah ended by saying part of her job is looking for efficiencies for the co-op to stay competitive, and as discounts are a large expense for the co-op it needs to be considered whether they are set up to best assist those who need them the most. In 2023 Oryana shoppers used over \$1 million in discounts.

Daniel Marbury, Crosshatch – Introduced Crosshatch and provided an overview of the Microloan program Oryana supports along with GrainTrain Co-op. Previous microloan recipients provided details about their local businesses and the impact of the Microloan program.

- Aaron Grenchik, Great Lakes Treats – This wild foraging business used Microloan funds as part of renovating their commercial kitchen space and helping to grow their business. Aaron expressed his appreciation for Oryana and its members.
- John Dindia, Lakeview Hill Farm – With the addition of a year-round Farm Market to this organic farm, Microloan funds were used to purchase a refrigerated produce display. John thanked the Oryana community for all the support.

GM & Board Q & A:

Q: Have there been concerns with staff on the board in the past?

A: Steve Nance shared he could not go into detail, but that in the past there have been situations when staff on the board presented a serious liability for the co-op.

Votes:

Board Election results were announced. The following members were elected to the Oryana Board of Directors for the three open seats:

Kathy Bayliss Monteith, 3 year term, with 575 votes.

Marty Heller, 3 year term, with 496 votes.

Sam Reese, 3 year term, with 484 votes.


Bylaw amendments approved, with 827 votes (91%); the bylaw change will be effective 60 days from vote.

Lastly, Colleen, on behalf of the entire board, recognized Holly Jo for her service on the Board.

Public Input:

- It was asked for the printed newsletter to be restored.
- An upcoming event on healthy homes at the Alluvion was shared.
- There was a question about the age demographics of members and whether those present at the GMM were representative.
- It was shared that Oryana participated in Father Fred food drive for the 1st time this year and the donations were appreciated by folks using the food pantry.
- The upcoming showing of the Common Ground movie at State Theatre was promoted.
- A member expressed concern about plastic packaging and encouraged less use of plastic at the co-op.

Colleen adjourned the meeting at 7:44pm.

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