

**Oryana Board of Directors' Meeting
June 16, 2022**

Present at the meeting were:

Attendees:

Cy Agle, Kathy Baylis-Monteith, Kaitlyn Burns, Marty Heller, Chris Miller, Chuck Mueller, Tricia Phelps, Colleen Valko, Wendy Walter, Human Development Manager

Absent:

Holly Jo Sparks

Guests:

Rose Marie Klee

Welcome: Colleen opened the meeting at 5:30pm.

Agenda Review:

Consent Agenda for approval:

- May 2022 meeting minutes approval,
- Agenda for the meeting,
- Board Calendar.

Chuck motioned to approve the Consent Agenda; Kaitlyn supported; the Board approved the Consent Agenda. The Consent Agenda included final May Minutes approval and acceptance of this meeting's agenda.

Public Input:

There was no public input.

Board Planning:

Responses to the survey about the recurring Board meeting date/time were discussed and resulted in a meeting date of the third Thursday of the month at 5:15pm.

Action Item: Staff to send a meeting invite that includes the Zoom link.

There was discussion about the recording of meetings and it was determined that 1) if you watch the recording it does not count as having attended the meeting because you were not able to be an active participant and 2) you can participate in minute approval after watching the recording (if not attending in person) as long as you feel comfortable being held accountable for the minute approval.

CCMA Takeaways:

Board members that attended CCMA shared their takeaways. Some of the takeaways included:

- What can we do in October, which is co-op month?
- Many valuable sessions, such as the sessions on GM/Board Relationship, Member Linkage, and Simplifying Board Practices.

- What are we doing to provide equal access to everyone? One Board member had a conversation with a visually impaired conference attendee on how they experience their co-op, and also heard about a co-op with low sensory shopping times.
- Many were inspired by the conference and came away with a refreshed perspective on their position.
- There was discussion on how to maintain continuity and institutional knowledge on the Board.
- Multiple board members brought up the multi modal governance – fiduciary, strategic, and generative. (Mentioned in the linked article: <https://columinate.coop/building-board-capacity-to-lead-through-multimodal-governance/>.)
- It was an interesting exercise to reframe owner engagement vs. owner linkage.

Board Study Session:

Colleen summarized Policy 4.2 – why we’re here and what we’re supposed to be doing. Colleen shared the following graphic:

Top Priorities



Owner Linkage (vs. Engagement):

- Linkage is listening, gathering, representing
- Engagement offers opportunities to participate that add a value and that work to achieve goals.

Strong Board Culture:

- Engaged
- Fun
- Accountable
- Action oriented

Define the context with which we do everything:

- Why are we here?
- Why does our co-op exist?
- Why do we volunteer?
- What do our owners value?

(If we don't know why, why are we doing what we're doing?)

Healthy Board Perpetuation

- Realize a robust recruitment and nominations process.
- Formalize the Executive Committee election and succession process.
- Maintain and continually improve the orientation process for new board members and the Executive Committee.
- Continuous education (DEI, best practices, Columinate resources).
- Lead with our owner values and the co-op's needs in mind.

Excellent Governance

- Refresh our bylaws.
- Regularly review and refresh our policies through board self-monitoring.
- Review our Ends.
- Create and maintain process documents where needed.
- Continuous education (Columinate resources, policy governance, networking, best practices).

GM Succession Planning

- Form the committee.
- Review and refresh the procedure.
- Identify and reflect on owner values and the co-op's needs. (This includes owner linkage – we need to understand what the owners and co-op needs.)
- Create an action plan to put in place when needed.

Action Items

- Establish committee milestones and action plans – what is going to be done and by when?
- Update our perpetual calendar.
- Redesign board meetings to include:
 - o Board development opportunities
 - o Committee work
 - o Regular review of policy

Cy left at 6:21pm; volunteered to be on the GM Succession Planning Committee.

Reflect & Respond, led by Columinate Consultant Rose Marie Klee

Action Item: Board members that attended CCMA sessions will add workshop summaries to SharePoint.

Action Item: Colleen will email Megan to see if the session recordings will be available to Board members that didn't attend CCMA.

Rose Marie led a conversation about the vision that Colleen shared, how we can own a shared vision moving forward, and how we can get aligned.

Action Item: Colleen will add the slides to SharePoint.

Board members appreciated having direction and top priorities identified in a clear way.

A question was how does this integrate with the work plan we already have?

Another question was how Colleen would like any questions or ideas, and Colleen responded that email and phone are fine, she hopes to have an opportunity for idea sharing at Board meetings, and questions and/or ideas can be brought to a committee/committee chair.

Rose Marie asked the Board if there is alignment with this vision? Does anything need to change? Is anything missing?

Healthy Board Perpetuation

- We need to understand a strong board culture so we can perpetuate it.
- Recruitment is fairly hands off compared to other boards – we have relied on the community to come forward with interest instead of actively seeking people out.

Excellent Governance

- Need to have strong governance to have the other two happen.
- Need to keep up with things – like technology in the bylaws.
- In the bylaws what needs conversation, owner linkage, etc.
- Ends review the lowest priority of the three.


Action Item: Colleen will be scheduling a meeting with the committee chairs.

GM Succession Planning

- This is a top issue.
- We need this regardless of when Steve decides to retire.
- What is our consistent language if we're asked?
- Should we have a press release for the worst case scenario?

The meeting adjourned at 7:06pm.

Next meeting: The next board meeting is scheduled for Thursday, July 21 at 5:15pm in a hybrid format.

 8/10/2022

Holly Jo Sparks, Secretary