

Oryana Board of Director's Meeting Minutes
Thursday, July 21, 2022, 5:15pm

Attendees: Cy Agle, Kathy Baylis Monteith, Marty Heller, Chris Miller, Chuck Mueller, Holly Jo Sparks, Colleen Valko, Steve Nance (General Manager), Shirl Martin (Board Assistant), Kirsten Harris (Marketing & Communications Manager)

Absent: Kaitlyn Burns, Tricia Phelps

Guests: Jules Shelby

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

Steve Nance introduced Kirsten Harris, new Marketing and Communications Manager for Oryana, to the Board of Directors. Kirsten will attend Board meetings as needed to provide updates on projects, programs, partnerships, public relations, and community engagements.

A review of the Consent Agenda which included:

- Approval of June 16, 2022 Board of Directors Study Session minutes.
- Review Board Perpetual Calendar for the next three months.
- Approval of July 21, 2022, Board of Directors Meeting Agenda as presented.
- Board Development Committee Charter
- Bylaws Committee Charter
- Recruitment & Nominations Committee Charter

MOTION:

Chuck motioned to approve the Consent Agenda; Chris Miller supported; the Board approved the Consent Agenda. The Consent Agenda included final June 2022 Minutes approval and acceptance of this meeting's agenda.

Signing of Board of Directors meeting minutes

Steve Nance provided clarification on the purpose and process of signing and certifying Oryana Community Co-op Board of Directors meeting minutes.

By signing the minutes, the Secretary is indicating the Minutes have been approved by the Board of Directors. It does not mean the Secretary personally agrees with the decisions made by the Board contained in the Minutes and may not have attended the meeting but is aware the Minutes are an accurate reflection of the meeting. The Board President or Presiding Executive may sign as executing the vote, along with the Secretary, but typically the Secretary is simply affirming that the Minutes were approved by the Board of Directors.

Public Input

Jules Shelby shared that she is planning to move to Montreal this year and will miss being a part of the co-op.

Committee Reports

Executive Committee

During the June Study Session Colleen Valko, Board President, mentioned GM succession planning and

preparing the Board for a transition when and if Steve plans to retire. Those who are interested in being on the GM succession planning committee please inform Colleen. Currently Cy, Miller and Holly Jo are interested in supporting that effort.

Recruitment & Nominations Committee

Chuck Mueller, Committee Chair, provided an update on the progress of the R&N Committee. The current committee is meeting monthly and focus includes an updated committee charter, updating the BOD candidate application, working with EMOE to reach out to potential candidates, and reaching out to previous candidates to see if there is interest in being nominated in 2023. The committee asks the rest of the Board to come to the August Board meeting ready to identify qualities that the Board thinks are important to be a Board member.

Bylaws Committee update

Marty Heller, Committee Chair provided an update on the progress of the Bylaws Committee. The committee is currently engaged with Thane Joyal, Consultant with Coluninate, to identify issues within the current Bylaws. The committee is working through the identified items and the current plan is to have a Bylaws revision (red lined version) for Board discussion by the September 2022 Board meeting. Any identified issues will need to be discussed with the entire Board or advised by legal counsel. At this time it is anticipated that there will be 3 - 5 issues to be discussed with the entire Board. Bylaws revisions should be completed well before the General Owners Meeting (GOM) in April 2023.

Board Development Committee

Kathy Baylis Monteith, Committee Chair, is working with members to develop a Board Development calendar and hold monthly Committee meetings. The initial task is focused on creating a process for policy review to be shared and reviewed at the August Board meeting. The regular meeting time is Tuesdays at 9:00am; Kathy will send out an email to confirm.

Parking Lot items in SharePoint will be discussed at a later date. If you have questions regarding the Parking Lot or SharePoint organization, please reach out to Kathy.

GM Big Picture Report

Steve Nance, General Manager, provided the GM Big Picture Report for YTD sales and ownership updates. Emerging out of Q1, Q2 is much improved in operations and profitability. Revenue is up 2.26%. However, the inflation rate is having a significant impact on profitability. All costs have gone up. Wages are in line and monitoring - forecast at 16%. We are seeing about the same number of shoppers. Market basket is holding fairly steady. An NCG Retreat was held locally in June but attendance was reduced due to COVID. Oryana was recognized at CCMA in June with the Co-op Excellence award. Kirsten is working with local and regional communications colleagues and outlets to help promote Oryana's recent achievements and prepare for the 50th Anniversary next year.

Trends in the area: Staffing and attainable housing continue to be concerns and challenges. The Human Development team continues to work hard at recruiting and retention.

OCIPS (Oryana Constant Improvement Projects)

- West teaching kitchen - estimated completed date later this summer!
- Picnic tables are in front of West.
- 10th street stairs are completed.
- South entrance at 10th Street is on hold because the contractor is working at the West location.
- Looking at emergency response plans, active shooter training.

ORYANA FOR GOOD – Good in the community!

- Archipelago Project – A non-profit music education organization dedicated to advocating musical arts through performance, residency, and consultation. Archipelago immerses audiences in diverse programming that spans musical styles from around the globe. Archipelago performed at the 10th Street location on July 15.
- Traverse City Horse Shows – Oryana is a carrot sponsor for the Horse Shows and 500 pounds of carrots are donated each week.
- Traverse City Film Festival – starts July 26 and once again Oryana is sponsoring movies at the Open Space among other food, beverage, and equipment for use during the events. Movies are being shown at the State Theater, Bijou By The Bay and AMC theater across from Oryana West.
- Community Cookout at Oryana West on July 29.

Monitoring Reports

Ends Policies: Education & Wellness

Devin Moore, Education & Outreach Coordinator, provided a video report on the Education & Wellness Ends Policies. Some highlights included:

- In-house staff newsletter – the Oracle.
- Wellness eBlast collaboration with both Wellness managers.
- Donations to TOPS Market in New York.
- Raising awareness in diverse cultures within our own community.
- Culture Kitchen, featuring Chefs with a variety of backgrounds.
- Community Room at West is ADA compliant with all body inclusive seating as well.
- Oryana was recognized in the TCBN for the DEI work at Oryana.
- Hosted several different children’s groups where the students learned about ingredients in cookies.
- Attended Makerfest.
- Oryana is returning to community education and outreach.
- Scaling Up North (SUN) Business Award.
- Donor Reception for Boardman Lake Loop trail. Current estimation is that the "Loop" is seeing approximately 1,000 users per day.

2.6 Asset Protection

Steve referenced the report on Asset Protection provided in the Board packet.

2.9 Communication & Support to the Board

Steve referenced the report on Communication & Support to the Board in the Board packet.

MOTION:

Kathy motioned to approve the Monitoring Reports for 2.6, 2.9, and the Ends Policies on Education & Wellness; Cy supported; the Board approved the Monitoring Reports for 2.6, 2.9, and the Ends Policies on Education & Wellness.

Critical Reflection on Ends or Executive Limitations:

Chuck reflected on Monitoring Report 2.6 – The Asset Protection report included information on buildings, equipment, contracts, staff, customers, intellectual property and the image of the co-op, the expanded role of the Safety Committee, safety training, going through COVID, and purchasing a second store during a pandemic.

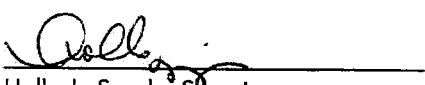
Thank you, Steve, for all the work you and your teams do to support and provide protection of Oryana's assets.

Upcoming educational events:
N/A

Public Input and Announcements:
Jules Shelby

Adjourn:
Colleen adjourned the meeting at 6:15pm.

Next Meeting:
The next Board meeting is scheduled for Thursday, August 18, 5:15pm, in a hybrid format. Kaitlyn Burns, Vice President, will be facilitating the Board meeting in Colleen's absence.


Holly Jo Sparks, Secretary