

**Oryana Board of Director's Meeting Minutes – DRAFT**  
**Thursday, September 15, 2022, 5:15pm**

**Attendees:** Cy Agle, Kathy Baylis Monteith, Marty Heller, Colleen Valko, Kaitlyn Burns, Chris Miller, Tricia Phelps, Chuck Mueller, Holly Jo Sparks, Steve Nance (General Manager), Wendy Walter (Human Development Manager)

**Absent:** n/a

**Guests:** Jules Shelby, Alison Arthur

**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 August 18, 2022 Board of Directors meeting minutes.
- Review Board Perpetual Calendar for the next three months.
- Approval of September 15, 2022, Board of Directors Meeting Agenda.
- Policy 2.4 Financial Condition and Activities, 2<sup>nd</sup> quarter – Revised 8/29/2022 with CPA Reviewed Statements.

**MOTION:**

**Marty motioned to approve the Consent Agenda; Kaitlyn supported; the Board approved the Consent Agenda. The Consent Agenda included final August 2022 Minutes approval, acceptance of this meeting's agenda, and acceptance of the revised Policy 2.4 Report.**

**Public Input**

Jules Shelby is appreciative, as always, to learn more about policy governance.

**Bylaws Committee**

Marty reported that there is more work to do before a full proposal to the Board and walked through the process the Bylaws Committee is currently engaged in.

As a reminder, we are doing this to identify opportunities to clarify and simplify language, and to identify updates to accommodate current operational approaches, larger member base, and modern communication technologies. The committee is using Columinate's bylaws template as a reference resource and has also engaged Thane Joyal (Columinate Consultant) for additional support.

The committee is creating a redlined draft and three categories of recommendations - green light (language/structure clean up, removing antiquated administrative items, etc.), yellow light (recommending review by legal and/or board), and red light (more Board involvement). Marty provided examples of each of these categories.

Moving forward, the committee will continue monthly meetings (on the Mondays following BOD meetings) and present full recommendations to the full Board in early 2023. The green light changes mentioned above may be approved to go before ownership for a vote and for the yellow and red light changes the committee recommends a facilitated discussion. Steve has reached out to Thane Joyal of Columinate about this facilitation.

There was also discussion about the roll out of bylaw changes and member education/engagement.

If Board members have bylaws changes/requests, please direct them to Marty or to Colleen (as an agenda item). Also, the redlined version and memo from Thane is currently in SharePoint and able to be viewed/commented on.

**Committee Reports**

**Board Development Committee**

Kathy reported that the Board Development Committee continues to meet monthly and the current push is with the monitoring process. The committee is in the process of getting feedback and moving the new review process forward, and is also working on the schedule and adding the monitoring process to the perpetual calendar.

### **Recruitment & Nominations Committee**

Chuck reported that the Recruitment & Nominations Committee did not meet this month but the current project is updating the candidate application and it should be available in October. There will be an article in the next Fresh Press with an invitation to run for the Board and a link with information. There will also be a brief article on Board member qualities. Lastly, the committee is planning an orientation for prospective candidates and is currently scheduling dates.

### **Guest Speaker**

Carolee Colter, Consultant with Columinate, joined the meeting to discuss the GM transition/search planning and strategies and questions to consider for the process.

Carolee referenced the GM Hiring Toolbox that she was involved in creating and has most recently been updated in 2018 with NCG support.

Carolee went over some strategic topics for discussion, such as new GM qualifications, leadership team support, labor market trends, etc. She discussed how it wasn't easy to recruit GMs before and has only gotten harder since the pandemic. Carolee also touched on some logistical issues such as the role of management team/non-management staff, internal candidates, using a recruiter, how holidays impact the search process, overlap with outgoing GM, etc.

Lastly, Carolee referenced the GM Development Program through Columinate as a resource for customized training for new GMs. Carolee will develop a proposal for services/deliverables for Oryana.

### **Monitoring Report Review**

The policy up for review through the monitoring survey this month was 4.0 Global Governance Commitment. The Board discussed the results of the survey and if the policy needs to be referred to the Board Development Committee to be reviewed or if the Board is satisfied with the current language. It was determined that the policy does not need to be referred to the committee and some of the comments will be addressed when reviewing other policies that are more specific as opposed to the Global Policy.

At the October Board meeting Policy 4.2 will be reviewed. Colleen volunteered to lead the review.

### **Ends: Community**

Steve reviewed the Community Ends Policy and spoke to the work that Oryana is doing with regards to ecologically regenerative and socially just community development. Just a few of those items include:

- Purchase and support of local farming
- Founding member of Food & Farming Network
- Support of BARC, TART, SEEDS, Groundwork, and more
- Work related to energy and climate such as involvement in the Great Lakes Business Network, the Food Waste Reduction Alliance, and Oryana's internal Green Grocer Initiative that covers work such as solar, heat reclamation, water reduction, etc.
- The Inflation Reduction Act will help feed/provide access to funding for solar and energy saving technologies.
- Vanguard of DUFEB (Double Up Food Bucks) program
- Support of Food Rescue, which covers 70+ food pantries, including equipment donation
- Microloan program
- DEI work and support of organizations in the DEI field such as Title Track, E3, ERACCE, NCG advocacy programs, and Leadership Team participation in TMI trainings.

### **MOTION:**

<p><b>Cy motioned to approve the Monitoring Report for the Ends Policy on Community; Chuck supported; the Board approved the Monitoring Report for the Ends Policy on Community.</b></p>
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### **GM Big Picture Report**

Steve reported that the sales trend is improving as the summer continues into fall. 10<sup>th</sup> Street is making up ground from earlier in the year and the bigger shops are happening at West. September and OAM have been pretty robust, which makes sense in a situation with inflation and food being a driver of that inflation. The basket size is holding up well, and jumping up, as normal, during OAM. Customer count is up while many co-ops are seeing the opposite trend. Lots of owners are using their 5% punch points,

resulting in higher discounting. August sales are up 6.3% over last year and margin increased to 36.43%. Payroll is in line at 20.72%. Expenses are high again; much of the expense was intentional with some continuing projects. August saw a positive net income of 2.93%.

**OCIPS (Oryana Constant Improvement Projects)**

Check out the West Community Room - all inspections are done! The community can sign up to use the room on the website. Cooking classes will start soon and Steve recently sent an invite to the Board for the test run of the Kitchen.

In process:

- Finishing the south entrance at 10<sup>th</sup> Street
- New phone system - the new provider is in place at West, coming to 10<sup>th</sup> Street and the Annex this fall
- Fiber - adding redundancy in providers

**Trends**

Inflation - food-at-home CPI up 13.5% over 12 months. Consumer confidence rose in August. Wholesale prices have dropped, which is often a precursor of slowing inflation. Check out the recent DDA studies/programs affecting the local area!

**Marketing & ORYANA FOR GOOD - Good in the community!**

Upcoming promotions with a bike giveaway at both stores and the cookout at West. Watch for the Oryana's Own labelling, which is being used on the new ROP products. ROP (reduced oxygen packaging) allows us to sell made inhouse products, such as brats that are made at West, at the 10<sup>th</sup> Street store. NCG is rolling out a new Inclusive Trade program and we are looking to see what can we add locally to the program that meets the qualifications. Some recent social media posts include back to school snacks, support of Earthwork Harvest Gathering, and a Meat Department profile. The staff appreciation picnic is September 25, Board members should email Steve to RSVP.

**Public Input and Announcements:**

Jules Shelby - I've learned a ton.

Alison Arthur - You're amazing, as always. Keep up the good work; it was good to see Carolee.

**Adjourn:**

Cy motioned and Kaitlyn seconded to adjourn the meeting. The meeting was adjourned at 7:14pm.

**Next Meeting:**

The next Board meeting is scheduled for Thursday, October 20, 5:15pm, in a hybrid format.

In the October meeting dates for the upcoming Board retreat will be discussed. Rose Marie will send out a survey for the dates; this will likely be a two day/overnight at Neahtawanta Inn.

_____ Holly Jo Sparks, Secretary	_____ Date
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