**Oryana Board of Director’s Meeting Minutes – DRAFT**

**Thursday, October 20, 2022, 5:15pm**

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

**Absent:** Cy Agley

**Guests:** Jules Shelby

**Welcome and Introductions:** Colleen Valko, Board President, called the meeting to order at 5:16pm.

A review of the Consent Agenda which included:

* Approval of September 15, 2022 Board of Directors meeting minutes.
* Review Board Perpetual Calendar for the next three months.
* Approval of October 20, 2022, Board of Directors Meeting Agenda.
* Recruitment and Nomination Committee Charter – update names

**MOTION**:

**Kaitlyn motioned to approve the Consent Agenda; Kathy supported; the Board approved the Consent Agenda. The Consent Agenda included final September 2022 Minutes approval, acceptance of this meeting’s agenda, and acceptance of the updated names on the Recruitment and Nomination Committee Charters.**

**Public Input**None.

**Committee Reports**

**Board Development Committee**

Kathy reported that the Board Development Committee continues to work on Board Policy surveys. The committee created a calendar, currently in SharePoint, of when policies will be reviewed. This will also be added to the perpetual agenda. A volunteer will be requested each month.

In November Policy 4.7 Board Member Code of Conduct will be reviewed; Chuck volunteered.

**Recruitment & Nominations Committee**

Chuck reported that the candidate application is live on the website. The deadline for candidate applications is January 31, 2023. This is a great opportunity for Board members to talk with others about the Board and openings. In November and December (and January, if needed) there will be 30 minutes before the Board meeting for candidates to ask questions.

**Bylaws Committee**

Marty reported that Thane has agreed to facilitate committee meetings; the next meeting is Monday, October 24.

**Executive Committee**

Colleen reported that Board Members received the consulting services proposal from Carolee Colter in the board packet. Colleen has already talked with one of Carolee’s references and is working on the other; paperwork should be signed soon. Colleen is working on scheduling a time for those interested in participating in the GM Succession Planning Committee to meet.

Colleen also reported that we are continuing our CBLD relationship for the upcoming year. Lastly, Oryana will be establishing a Board Zoom account so that each committee chair can have a licensed account to facilitate meetings.

**2023 Retreat**

The goal is to have the retreat in person, at Neahtawanta, in February. It is anticipated to be 1.5 days. Tentative agenda topics include:

* Bylaws
* GM search/discussion
* Refresher/deep dive on policy governance

Please email Colleen if you have any specific thoughts/topics to be added.

Rose Marie will send a survey with potential dates; there will be no Board meeting the month of the retreat.

**Monitoring Report Review**

The policy up for review through the monitoring survey this month was 4.2 Board Responsibilities. 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 will be referred to the Board Development Committee, specifically to discuss how DEI could be incorporated into the policy/policies, the request is that the Committee brings a proposal to the full Board.

It was also suggested that the Board have further conversation on what “linkage” means to the Board.

**MOTION:**

**Miller motioned to approve the Monitoring Report for 4.2 Board Responsibilities; Kaitlyn supported; the Board approved the Monitoring Report for 4.2 Board Responsibilities.**

**2.1 Treatment of Consumers**

Steve referred to the report made available to the Board in the Board packet. The report included many topics, such as the CatMan team, among others, who does a great deal of work in providing a range of products to meet the wants and needs of the owners; the work the Culinary teams are doing to expand offerings and increase quality; the reporting that is available to evaluate trends; resets to incorporate new products; and support from and collaboration with NCG. The report also addressed safety measures that are taken to ensure a safe shopping experience. Lastly, the report covered the systems in place for soliciting and considering customer opinions – through product suggestions, comment cards, emails, and more.

**2.2 Membership**

Steve referred to the report made available to the Board in the Board packet. The report reviewed how ownership is promoted, what information is collected and how it is kept secure, the communications owners receive to stay informed on co-op activities, and more! Current ownership is 10,469 and growing toward the goal of 11,500.

**MOTION:**

**Kaitlyn motioned to approve the Monitoring Report for 2.1 Treatment of Consumers and 2.2 Membership; Kathy supported; the Board approved the Monitoring Reports for 2.1 Treatment of Consumers and 2.2 Membership.**

**GM Big Picture Report/OCIPS (Oryana Constant Improvement Projects)**

Steve shared some of the recent changes at the co-op. There are some changes that are happening in the culinary department at West. Earlier this week we had a taste and talk to review recipes/menu items from both culinary departments. The Community Room is now open and there are cooking classes taking place as well as owners reserving the room for events such as sewing clubs, condo association meetings, and a cycling club. The team is doing a great job preparing for the holidays and both stores have had holiday prep meetings.

Fantastic finance: The co-op is seeing good trends. We are seeing good sales growth, not quite to budget but improving trend from the downturn inQ1. In general, consumer demand is declining, but Oryana is not seeing the same decline. Market basket is staying up, even with the increased culinary sales which tends lower. We have stayed with later hours at West while changing Sunday hours at 10th Street. 10th Street has seen some good growth, recovering after some negative sales weeks year over year. Owner sales at West have increased almost to 10th Street percentages. We did still have some high fixed expenses in third quarter but have continued moving forward on several projects such as the south entrance at 10th Street, kitchen equipment purchases at West, etc. Preparations are starting for the 50th Anniversary celebration, including some swag that will start to appear later this year.

The culinary consultant has been onsite this week working on software. West will be implementing recipes from 10th Street and 10th Street will be adding some recipes from West, making the favorites available at both locations.

**Trends**

As expected, price increases continue. Information was shared earlier via email about the announced merger between Albertson’s and Kroger, which still needs approval. If approved, the combined entity will be second in sales to Walmart (Costco third). Locally, the DDA recommended, and the city approved the two way pilot on State Street, construction of which will begin with the week.

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

Just a few of the many things happening:

* Provided a wellness gift basket for Interlochen Arts Academy.
* Currently doing a round up for WRC (Women’s Resource Center) during the month of October – and are having a bit of a competition between stores. There is also a special WRC coffee from Higher Grounds, and 2% of sales on October 27 will be donated to the WRC.
* OAM wrapped up in September with two bike winners.
* Cooking classes are selling out – bagels, paella, and so much more!

Also, some visible media in the Record Eagle and on the radio will be seen/heard this fall as part of the prize package from the SUN awards.

October is Co-op Month, during which Oryana has donated to the CDF (Cooperative Development Fund) and the Food Co-op Initiative. There are also social posts throughout the month to talk more about co-ops.

**Public Input and Announcements:**

None.

**Adjourn: 6:07pm**

**MOTION:**

**Colleen motioned that the Board move into Closed Session. A Board majority voted to go into a Closed Session. The basis for the Closed Session, as required by Bylaws shall be duly recorded in the Minutes. This Closed Session is related to personnel matters**

**The board came out of closed session.**

**Holly Jo moved, and Chuck seconded to accept Monitoring Reports 2.6.7 and 2.3.1.4 with acknowledgment of non-compliance, and consequently, require additional monitoring of 2.6.7, 2.3.1.4 and 2.7 in December 2022 and interim reporting in November 2022**

**Next Meeting:**

The next Board meeting is scheduled for Thursday, November 17, 5:15pm, in a hybrid format.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Holly Jo Sparks, Secretary Date