

Oryana Board of Director's Meeting Minutes - DRAFT
Thursday, December 15, 2022, 5:15pm

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

Absent: NA

Guests: Jules Shelby, Kennard Weaver, Allison 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 November 17, 2022 Board of Directors meeting minutes.
- Review Board Perpetual Calendar for the next three months.
- Approval of December 15, 2022, Board of Directors Meeting Agenda.

MOTION:

Cy motioned to approve the Consent Agenda; Tricia supported; the Board approved the Consent Agenda. The Consent Agenda included final November 2022 Minutes approval and acceptance of this meeting's agenda.

Public Input

None.

Committee Reports

Board Development Committee

Kathy reported that the Board Development Committee has been working on Policy 4.2 Board Responsibilities. If there is feedback, please use the review function in the document so any changes are tracked.

GM Big Picture Report

Steve reported that we finished November with sales of \$2.7 million. Sales are up about 3.8% YTD. Thanksgiving was successful at both locations - pre-orders, a la carte menu items, turkeys, etc. We have also had incredible sales with the BOGO offerings.

Steve participated in a recent focus group with TCLP to discuss decarbonization in the community. GreenTree moved into their new location last year and is expecting to hit \$7 million in sales this year.

OCIPS (Oryana Constant Improvement Projects)

New culinary equipment at West.

Trends

Economic numbers are starting to have a glimmer of hope.

Marketing & ORYANA FOR GOOD – Good in the community!

It's almost time to celebrate our 50th anniversary! (June 18, 1973)

December is Owner Appreciation Month and it's been vibrant so far. OAM overall has seen increased usage this year. Cooking classes and demos are popular! The Makers' Market was focused on Wellness and we saw great increase in traffic and sales. It is a busy time of year for donations – support for NMC programs, meals to Goodwill Inn on Thanksgiving and Christmas, the holiday giving tree, the Great Lakes Human Society, and much more.

Monitoring Report Review

The policy up for review through the monitoring survey this month was 4.1 Governing Style. Tricia led a discussion on the results of the survey.

There were two items that scored below 4.0:

- Board Discipline
- 2/3 Majority Rule

The main takeaways from the comments were about consensus decision making. Further discussion ensued about additional training on consensus decision making, what it looks like, if it was more appropriate at a smaller size, lack of efficiency, interaction of consensus decision making with policy governance, etc. Any changes would need to start with the bylaws – this topic has been moved to this committee to look at alternative methods.

Other topics for discussion included language revisions related to decision framework and the amount of detail, specifically calling out policy governance and the cooperative pillars, preparedness and discipline for meeting prep and attendance, etc. This is being referred to the Board Development Committee.

MOTION:

Kathy motioned to approve the Monitoring Report for 4.1 Governing Style; Cy supported; the Board approved the Monitoring Report for 4.1 Governing Style.

Monitoring: 2.4 Financial Condition and Activities – Q3

This report is being brought back after reporting at the November Board meeting that the accountant has had to make some changes around lease accounting, so the Q3 numbers were not yet finalized.

Draft data that the Board saw in November was almost exact. We are still battling a margin issue. Some areas have course corrected and others are still in process. The other part of that is keeping up with increasing prices in the current inflationary environment. Labor costs are in line. Net income for the year is still negative (-0.13%) but has improved drastically over the course of the year.

There was a change in GAAP (Generally Accepted Accounting Principles) that recently rolled out and implemented in third quarter. The change is we used to have rent as an expense. Now, the lease is an asset and liability.

MOTION:

Holly Jo motioned to approve the Monitoring Report for 2.4 Financial Condition and Activities; Kathy supported; the Board approved the Monitoring Report for 2.4 Financial Condition and Activities.

Monitoring: Ends – Model Workplace, 2.3 Treatment of Staff, 2.8 Compensation and Benefits

Wendy Walter, Human Development Manager, presented the monitoring reports. Extensive reporting was provided in the Board packet, including information on the Staff Survey that was administered by Columinate earlier this fall, staff training, communications, exit interviews, and more. The Staff Survey administered by Columinate addresses many of the areas within both 2.3 and 2.8, with additional proof of compliance added if there is a topic not covered by the survey. One area also mentioned was the plan for an upcoming wage survey due to the rapidly changing environment.

MOTION:

Chuck motioned to approve the Monitoring Report for Ends – Model Workplace; Tricia supported; the Board approved the Monitoring Report for Ends – Model Workplace.

MOTION:

Holly Jo motioned to approve the Monitoring Report for 2.8 Compensation and Benefits; Marty supported; the Board approved the Monitoring Report for 2.8 Compensation and Benefits.

Additional conversation on 2.3 Treatment of Staff to be had during Closed Session.

Monitoring: 2.7 Emergency GM Succession

Steve reported that Wendy Walter and Victor Fontaine are in place to serve as Emergency Successor.

Additional conversation on 2.7 Emergency GM Succession to be had during Closed Session.

Public Input and Announcements:

Jules – commented on Oryana being the “eye in the hurricane.”

Adjourn:

The meeting was adjourned at 6:34pm.

MOTION:

Collen Valko 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.

Cy moved, and Kathy seconded, the Board came out of Closed Session.

MOTION:

Cy motioned to approve the Monitoring Reports for 2.3 Treatment of Staff, 2.7 Emergency GM Succession, and 2.6.7 Asset Protection; Kathy supported; the Board approved the Monitoring Reports for 2.3 Treatment of Staff, 2.7 Emergency GM Succession, and 2.6.7 Asset Protection.

Next Meeting:

The next Board meeting is scheduled for Thursday, February 16, 5:15pm, 10th Street Boardman Room in a hybrid format (due to the Board Retreat on January 28 & 29).

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Holly Jo Sparks, Secretary		