

**Oryana Board of Director's Meeting Minutes**  
**Thursday, February 16, 2023, 5:15pm**

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

**Absent:** N/A

**Guests:** Emily Arbut, Parker Jones, Shea O'Brien, Jules Shelby, Brian Raetz

**Welcome and Introductions:** Kaitlyn Burns, Board Vice President, called the meeting to order at 5:17pm.

A review of the Consent Agenda which included:

- Review Board Perpetual Calendar for the next three months.
- Approval of February 16, 2023, Board of Directors Meeting Agenda.

**MOTION:**

Kathy motioned to approve the Consent Agenda; Tricia supported; the Board approved the Consent Agenda. The Consent Agenda included the perpetual calendar and acceptance of this meeting's agenda.

Approval of December 15, 2022 Board of Directors meeting minutes will move to the March Consent Agenda.

**Public Input**

Jules asked about who questions about ingredient parameters should be directed to. Those should be directed to Steve and he can direct from there.

**Committee Reports**

**Board Development Committee**

Kathy included her report in the Board packet. The Board Development Committee meets again on February 21. The committee is hoping to have 4.2 Board Responsibilities finalized and included on the Consent Agenda for the March meeting.

**Bylaws Committee**

Marty thanked everyone for the engaging questions around bylaws at the retreat and they have goals from the retreat. The Bylaws Committee next meeting is on February 27. Kaitlyn added that at the retreat the Board discussed starting to create an FAQ for bylaw changes; Kaitlyn asked for someone else to work with her on that and Tricia volunteered.

**GM Search Committee**

Colleen reported that they followed up after the retreat with Carolee Colter, a Consultant with Columinate. There will be proposals from executive search firms to discuss at the March meeting. The FAQ on the GM Search was sent out to the Board and included in the packet.

### **Recruitment & Nominations Committee**

Chuck reported that the committee has been busy with candidate recruitment. The committee is available to do Q&A at next Board meeting but time for Q&A is not currently scheduled.

### **GOM Committee**

Steve reported that the GOM will be in person this year on April 20 and we'll be returning to the cafeteria at Central High School. Two volunteers from the Board were requested and Chuck and Cy volunteered.

### **GM Big Picture Report**

Steve reported sales growth of 3.85% in 2022. So far in 2023 we're ahead of where we anticipated being with sales growth of 6% in January. This results from good weather and increased traffic count. NCG co-ops are not doing as well - Central Corridor is up the most at 1.5%. Overall NCG co-ops saw an increase of 0.6%.

### **OCIPS (Oryana Constant Improvement Projects)**

The meat backroom/shelving at West was recently upgraded so more local meat can be brought in. A second boiler was installed at 10<sup>th</sup> Street for contingency purposes. The heat reclamation program at 10<sup>th</sup> Street has been reactivated. The south entrance at 10<sup>th</sup> Street has been finished and provides substantial additional space for merchandising.

### **Trends**

Inflation is starting to soften and abate. We are also seeing record unemployment, which typically does not happen at the same time as high inflation. Food cost decreases have lagged a bit (for example, gas prices decreased much more quickly). Amazon is making some changes and closing some of their Fresh stores. Aldi's is growing and added 49 stores in 2022; they are increasing the amount of fresh available at their stores. The NOBO area continues to develop. Many DDA projects are coming to fruition - such as the Boardman River Project and the West End Parking Deck. Two downtown bridges are currently closed but we haven't seen much of an effect on sales.

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

Lots of celebrations for our 50<sup>th</sup> Anniversary - a block party date will be coming soon. There will also be a vineyard tour at Mawby and a storytelling event at the Opera House.

Many things are currently being celebrated on Oryana's social media, e-blasts, etc., including Black History Month, citrus, immunity promotions, demos for the SuperBowl, etc. We recently held a gluten-free cooking class with Carol Bell. Stay tuned for some upcoming swag!

Steve requested to move 2.5 Financial Planning & Budgeting to the May Monitoring Schedule, which would allow it to be review when the new Board is seated and for the staff process to be completed.

### **MOTION:**

Kathy motioned to approve moving the report on 2.5 Financial Planning & Budgeting to the May Board meeting; Miller supported; the Board approved moving 2.5 Financial Planning & Budgeting to the May Board meeting.

### Monitoring Report Review

The policy up for review through the monitoring survey this month was 4.3 Agenda Planning. Miller led a discussion on the results of the survey. Some sections of the policy will be referred to the Board Development Committee for wordsmithing/clarification.

### MOTION:

**Kathy motioned to approve the Monitoring Report for 4.3 Agenda Planning; Chuck supported; the Board approved the Monitoring Report for 4.3 Agenda Planning.**

### Monitoring: 2.0 Global Executive Constraint

Steve briefly reviewed the report included in the Board packet, which included points such as assets increasing from \$3 million to \$14 million and sales increasing from \$8 million to \$33 million during Steve's tenure. Steve reported no legal or ethical lapses.

### Monitoring: Ends Policy – Economy

Steve reported on the End Policy - Economy. The acquisition of Lucky's has allowed us to increase the local cooperative economy. We're able to support other cooperative movements as well, such as the Detroit People's Co-op, GreenTree's expansion in Mt. Pleasant, and Keewanaw Co-op's new facility. We also support Food Co-op Initiative, which supports co-ops in the startup phase. We recently also saw three new co-ops welcomed into NCG. In April Oryana won the Scale Up North Award as a result of our local growth.

### Monitoring: Ends Policy – Localism

Steve reported on the co-op's economic engine for good and review the definition of local being 100 miles. We support local every chance we get with classes, community events, and donations spread throughout the community. The Good Food Fund, which was started at the beginning of the pandemic, has seen us buying food from local farmers to go to the food pantries. Oryana currently has approximately 156 local farmers and vendors, and many of those farmers were able to ramp up production to support West. Oryana's sales of local products is approximately \$9 million.

### MOTION:

**Chuck motioned to approve the Monitoring Report for 2.0 Global Executive Constraint, Ends Policy – Economy, and Ends Policy – Localism; Tricia supported; the Board approved the Monitoring Report for 2.0 Global Executive Constraint, Ends Policy – Economy, and Ends Policy – Localism.**

### Public Input and Announcements:

CCMA – Sacramento, June 8 – 10

Jules – the cookies were awesome!

Board orientation for new Board members will be scheduled in early May before the May Board meeting.

**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 included a discussion on Board candidates.

Colleen moved and Kathy seconded that the Board come out of Closed Session.

**Adjourn:**

The meeting was adjourned at 6:44pm.

**Next Meeting:**

The next Board meeting is scheduled for Thursday, March 16 5:15pm, 10<sup>th</sup> Street Boardman Room in a hybrid format.

  
Holly Jo Sparks, Secretary

5/3/2023  
Date