

**Oryana Board of Director's Meeting Minutes - DRAFT**  
**Thursday, August 17, 2023, 5:15pm**

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

**Absent:** Cy Agley

**Guests:** Jules Shelby

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

A review of the Consent Agenda which included:

- Review Board Perpetual Calendar for the next three months.
- Approval of July 20, 2023 Board of Directors Meeting Minutes
- Approval of August 17, 2023 Board of Directors Meeting Agenda

**MOTION:**

**Kaitlyn motioned to approve the Consent Agenda; Marty supported; the Board approved the Consent Agenda. The Consent Agenda included the perpetual calendar, acceptance of this meeting's agenda, and the July 20, 2023 Board Meeting Minutes.**

**Public Input**

n/a

**Committee Reports**

**GM Search Committee**

Colleen reported that there are three interviews scheduled and a couple more still to be scheduled. The applicants have been interviewed by the Carlisle Group and Carolee Coulter. The committee met this week to discuss logistics. After the round of interviews with the committee the applicants will be narrowed down and then go to the full Board for the next step in the process.

**Bylaws**

Marty reported that the committee met yesterday with Gabe and Leah. The committee established some timelines for the PR strategy. The current plan is to have a bylaws revision ready for full Board approval at the October board meeting. The committee is currently working on some final clean up and then the bylaws will be off for legal review.

As a follow-up to the July meeting, one change in the bylaws revision is requiring 10% of membership as the minimum number of signatures for a special meeting and 50 members as a necessary quorum for those meetings.

One topic still to be decided upon is the ability for staff to serve on the Board. Steve will provide a white paper to the Board. The Board was asked to think about what information is needed to make a decision. This topic will be added to the agenda for the September Board meeting.

**Recruitment & Nominations Committee**

Chuck reported that the committee is working on recruitment for Board members and there will be an article in the Fall Fresh Press. The committee will be sending to the Board, via email, a list of "Qualities of a Board Member" for review. The committee is also looking ahead to October as Co-op Month and wants to be involved if the co-op is celebrating in any way.

**GM Big Picture Report**

Steve reported that sales growth in July was up 4.26%, and as of July was up 6.7% YTD. West is the primary reason for this growth and 10<sup>th</sup> isn't too far behind. The co-op is doing well compared to NCG co-ops; Central Corridor co-ops experienced an increase of 5.1% in July.

Tony Alongi, our main NCG contact, would like to do a half-hour presentation to the Board so you can hear more about what NCG does for the co-ops.

### **Trends**

ALDI is acquiring Winn-Dixie and Harveys from Southeastern Grocers. Briar Patch, in Grass Valley, CA, opened their second location. Groundworks is receiving funding to launch a local food distribution program on the west side of Michigan. On the Ground, a non-profit affiliated with Higher Grounds Coffee, has been re-energized. There is a current pilot project downtown for composting.

### **OCIPS**

The following projects are in process or recently completed:

- Solar at West; Oryana has funded
- Remodeled deli counter at West in September and October
- Staining and painting at 10<sup>th</sup> Street

### **EMOE/Marketing Matters**

EMOE did a collaboration with Mawby earlier this month to celebrate their 50<sup>th</sup>, which also takes place this summer. Proceeds benefitted Food Rescue of Northwest Michigan. Check out our blog posts! Back to school promotions are currently in place; lots of BOGOs with NCG's support.

### **Monitoring Report: 2.4 Financial Condition and Activities, Q2**

Steve reviewed the report that was included in the Board packet. Steve reported that the co-op is in compliance with regards to financial health. While not as a robust bottom line as would be ideal, the co-op is in the positive. Our typical year is that quarters 1 and 2 have higher numbers and quarter 3 sees great efficiencies. The trends are moving in the right direction. Steve also reported that ratios are moving in the right direction according to the NCG benchmarks. Steve also reminded the Board of the change that occurred last year in how the lease is accounted for based on a change in GAAP (Generally Accepted Accounting Principles). YTD \$89,897 additional would have been applied to profit if using the old accounting method.

### **MOTION:**

<p><b>Kathy motioned to approve the Monitoring Report for 2.4 Financial Condition and Activities, Q2; Holly Jo supported; the Board approved the Monitoring Report for 2.4 Financial Condition and Activities, Q2.</b></p>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

### **Board Development**

Board development education pieces will continue – last month covered business planning and this month includes a review of budget tools. September will include OCIPS (Oryana Constant Improvement Projects) and October will cover Oryana Imagined, 2030.

Steve and Aurora reviewed the financial tools that Oryana uses for budgeting, multi-year planning, and reporting on results.

### **Public Input and Announcements:**

Holly Jo reported that she currently hosts Interrotten (composting in Interlochen) and the person running it is leaving the area and looking for a successor.

### **Adjourn:**

The meeting was adjourned at 6:57pm.

### **Next Meeting:**

The next Board meeting is scheduled for Thursday, September 28, 2023 at 5:15pm, in the 10<sup>th</sup> Street Boardman Room in a hybrid format.

\_\_\_\_\_  
Holly Jo Sparks, Secretary

\_\_\_\_\_  
Date