

Oryana Board of Director's Meeting Minutes – FINAL
Thursday, July 18, 2024, 5:15pm

Attendees:

Colleen Valko, Tricia Phelps, Chuck Mueller, Marty Heller, Kathy Baylis Monteith, Sam Reese, Parker Jones, Kaitlyn Burns, Sarah Christensen (General Manager), Wendy Walter (Human Development Manager), Kristen Harris (Marketing & Communications Manager), Victor Fontaine (Operations Director), Blythe Webster (Board Admin), Rose Marie Klee (Columinate Consultant)

Absent: Cy Agley

Guests: Tom Slater, Kevin Summers

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 June 20, 2024 Board of Directors Meeting Minutes
- Approval of July 18, 2024 Board of Directors Meeting Agenda
- GM FYI Report
- Governance Committee Charter
- Engagement, Recruitment, and Nominations Committee Charter

MOTION:

Sam motioned to approve the Consent Agenda; Kathy supported; the Board approved the Consent Agenda. The Consent Agenda included acceptance of this meeting's agenda, approval of June 20, 2024 Board of Directors Meeting Minutes, the GM FYI Report, Governance Committee Charter, and Engagement, Recruitment, and Nominations Committee Charter.

Public Input: Tom welcomed Sarah and greeted the Board Members. Kevin shared concerns about staff morale, particularly related to wages and the bylaw change, and about PFAS in water products the coop sells.

Board Calendar Review

Colleen covered upcoming Board meeting agenda items from the Board Calendar.

Committee Reports

Engagement, Recruitment, and Nominations Committee

Parker reported that the committee is focused on discussing constant improvement, with changes like holding educational sessions for potential Board candidates at the start of the application process, as well as determining the best strategies for communication with staff to make sure the Board is informed about upcoming engagement opportunities. Chuck added that the committee may provide a monthly list of engagement activities to the Board in the way Tricia has done with educational opportunities and training Board Members on approaches to engagement.

Governance Committee

Kaitlyn reported that the committee is planning with Rose Marie to provide back to basics board education topics at future Board meetings. The committee has discussed working on alignment with bylaws, Board self-review, and Ends monitoring.

Executive Committee

Colleen reported that board development discussions have been a focus of the EC, including ways to better prepare board members for meetings. Board Member input on education topics is encouraged. Typically, the July meeting would have included two Ends Reports, all Ends will be covered at the March Meeting, there will be discussions of the Ends at the meetings they were covered at in the past. Colleen noted that following up on discussion from the previous meeting there will be timed planned on an upcoming agenda to discuss the Patronage decision process, as well as GM compensation review to be prepared for annual process with GM.

Sarah and Finance proposed a switch away from using Bay Bucks for Board compensation to checks/ACH, the Board approved the change based on Sarah’s recommendation of what was easiest operationally.

Review GMM Owner Values Engagement Activity

The Board discussed the Owner Values Engagement Activity from GMM and takeaways from how Owners responded to prioritizing the included Ends metrics. Reviewing Ends will be ongoing work with a potential focus at the Board Retreat.

Highlights from the activity included the value placed, by the members present, on the OAM discount, a living wage for staff, and needs-based discounts. As well as the opportunity to educate members on the importance of annual sales resulting in the ability to do these types of things.

Board Development – Policy Governance

Rose Marie Klee introduced herself and her role as Columinate consultant. Rose Marie then led a discussion and review of policy governance with the Board.

Public Input and Announcements:

Kevin stated his appreciation for having attended the Board meeting.

Closed Session:


Colleen moved the Board to Closed Session to include Sarah at 7:02, to discuss personnel concern and policy governance.

Next Meeting:

August 15, 2024, 5:15pm

Adjourn:

The meeting was adjourned at 7:51pm.

	
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Tricia Phelps, Secretary	Date 9/4/2024