UKIAH NATURAL FOODS CO-OP

BOARD OF DIRECTORS SPECIAL MEETING HIGHLIGHTS

September 21st, 2026

Meeting Date & Venue: September 21, 2026, at UNF & via Zoom| **Next Meeting:** Oct 19th, 2026, at Ukiah Co-op

Overview

The Board reviewed financial results, store operations, asset protection, and progress in the General Manager search. Committees also shared plans for member engagement, board recruitment, and stronger financial oversight.

Key Updates & Decisions

- **Financial performance:** August sales increased, and the year-to-date net loss improved from approximately $193,000 in July to $141,000 in August. Staffing decreased to 88 employees.
- **Store operations:** The Co-op corrected vacation accrual figures, repaired the kitchen exhaust fan, and continues addressing rodent issues. Insurance policies are renewed through spring 2027.
- **Asset protection:** The Co-op is seeking cybersecurity insurance. The Finance Committee will review replacement-value coverage, while management plans to develop crisis communications guidance.
- **GM search:** Three additional candidates are scheduled for on-site interviews on September 24, September 29, and October 6, with greater attention to financial management.
- **Member engagement:** Nelson Vineyards was selected for the Annual Member-Owner Meeting. October will feature a membership drive, and the first Board Office Hours drew encouraging participation.
- **Board development:** The Board is developing a central Policy Register and preparing for April 2027 elections, prioritizing financial and other community-relevant expertise.

What's Ahead

- **Financial oversight:** Review insurance coverage, accounting support options, and additional indicators for the financial dashboard.
- **Community connections:** Continue membership outreach and explore ways to support local farmers and food makers.
- **Leadership & governance:** Complete GM interviews, refine board recruitment materials, and transfer Board Google Workspace administration.

UKIAH NATURAL FOODS
(A.K.A THE HOMESTEAD EXCHANGE)
MINUTES OF THE BOARD OF DIRECTORS

A regular meeting of the Ukiah Natural Foods Board of Directors was convened on Monday, September 21st, 2026, at 5:34 PM at Ukiah Natural Foods and via Zoom.

BOARD DIRECTORS PRESENT: Angie McChesney (Vice President)(via Zoom), Ky Mayers (Treasurer), Christine Rodrigues (Secretary), Anthony Browning, Maria Landaeta (via Zoom), Steve Turner, Jen Dalton (via Zoom)

BOARD DIRECTORS ABSENT: Gideon Burdick (President)

STAFF PRESENT: Wynston Estis (Interim General Manager)

Secretary Rodrigues presided and called the meeting to order at 5:34 P.M.

1. **Introductions and Check-Ins:**

2. **Brief Announcements; Confirm Agenda:**

   Secretary Rodrigues noted that Agenda Item 8, Bylaws Review Update, would be tabled and that discussion of a public relations consultant proposal would be added to the closed session agenda.

   Secretary Rodrigues **MOVED to approve the agenda with amendments.** Seconded by Board Member Mayers. **MOTION PASSED.**

   Yes: Board Members:
   Rodrigues, McChesney, Mayers, Browning, Landaeta, Turner, Dalton

3. **Consent Agenda:**

   Secretary Rodrigues **MOVED to approve the consent agenda as presented.** Seconded by Board Member Mayers. **MOTION PASSED.**

   Yes: Board Members:
   Rodrigues, McChesney, Mayers, Browning, Landaeta, Turner, Dalton

4. **Public Comment:**

   None

5. **Action Since the Previous Meeting:**

None

6. **GM Report:**

Interim General Manager (GM) Estis provided updates on the following items:

- **Financial Accuracy:** Staff found placeholder figures for employee vacation accruals, which required a large adjusting entry to correct prior months. Department managers are being trained to understand and manage their own cost centers.
- **Pest Control:** The rodent problem persists and now includes both rats and mice. State regulations prohibit poisons in commercial settings, so the Co-op is using snap traps and increasing its efforts.
- **Repairs & Maintenance:** The kitchen exhaust hood fan was found to be running in reverse and has been repaired.
- **Insurance:** All policies have been renewed through spring 2027.

7. **Ends Reporting: B.3 Asset Protection**

Interim GM Estis presented the annual Asset Protection monitoring report. Insurance, investments, premises security, data backup, and purchasing controls are all in place. She highlighted the following:

- **Cybersecurity Insurance:** The Co-op does not currently carry cybersecurity insurance, and Interim GM Estis is applying for a policy.
- **Replacement Value:** She estimates that the Co-op is insured at about 80 percent of full replacement value and recommended that the Board consider whether this is adequate, given that some organizations insure at 100 percent and that the Co-op holds substantial cash reserves. The Finance Committee will review the cost of different coverage levels and bring a recommendation to the Board.
- **Crisis Communication:** The Co-op does not have a crisis communication plan, which is standard practice. Interim GM Estis would like to develop a framework for one.

8. **Bylaws Review Update:**

Tabled.

9. **Committee Reports**

Finance - The Finance Committee reported the following:

- **Financial Results:** Sales increased in August, staffing has decreased from over 100 employees to 88, and the year-to-date net loss improved from approximately $193,000 in July to approximately $141,000 in August.
- **Accounting Manager:** The committee is exploring part-time options to replace the accounting manager position and will bring recommendations to the Board.
- **Unclaimed Funds:** Interim GM Estis is researching whether approximately $36,000 in [patronage refunds] owed to member-owners who cannot be reached may be retained by the Co-op or must be remitted to the state.
- **Investments:** The committee reviewed the Edward Jones statement. Certificate of deposit investments will continue as before.
- **Report Security:** To improve security, financial reports will be placed in the Finance Committee folder on the Board's Google Drive instead of being sent by email. With no objections from the Board, Secretary Rodrigues will give Interim GM Estis access to that folder.

For the first board financial education session, Treasurer Mayers reviewed the Columinate Financial Training Materials Session 1 Takeaways, which covered the Board's fiduciary role, fiscal performance, Ends accomplishment, and financial statements and key indicators. It was suggested that Interim GM Estis add the current ratio and other ratios to the quarterly dashboard report.

Owner Relations - The Owner Relations Committee (ORC) reported the following:

- **Annual Member-Owner Meeting:** Staff will lead planning with guidance from the committee. Nelson Vineyards has been chosen as the venue, and a band has been identified.
- **Membership Drive:** October is Membership Drive month. Committee member Jessica Lee will table at Wellness Wednesday, and all Board members are welcome to join.
- **Board Office Hours:** The first Board Office Hours was well attended, and participants expressed interest in more educational opportunities.

Board Development - Committee Chair Rodrigues reported the following for the Board Development Committee (BDC):

- **Policy Register:** The committee has replaced its goal of updating the Board Procedures Manual folder with developing a Policy Register, a single governing document organized according to the Policy Governance framework.
- **Board Recruitment:** Recruitment will focus on the April 2027 election rather than the current vacancy. The priority will be candidates with finance or accounting experience, along with legal, governance, farming or food production, and lived experience reflecting the diversity of the community. Minor updates to the candidate packet are underway, and prospective candidates will be invited to attend committee meetings.
- **Former Director Council:** The committee floated the idea of an advisory council of former Board members, which will return to the BDC for further discussion.

- **Governance Records:** Committee Chair Rodrigues will coordinate with Administrator Ramirez to transfer Google Workspace Super Administrator authority to the Board.

Farmer Loan - Vice President McChesney reported that the committee is continuing to research ways to support local farmers and food makers beyond loans, including a potential collaboration with the Good Farm Fund.

Executive Search - Committee Chair Turner reported that on-site interviews with three more General Manager candidates will be held on September 24th, September 29th, and October 6th. All of the candidates are strong, and each has a different area of focus. Interview questions about financial management have been added.

Secretary Rodrigues located the candidate evaluation matrix from the previous search and uploaded it to the Board's Google Drive. She will also follow up with Committee Chair Turner for additional feedback on the Board member application form.

General Manager Evaluation Committee - No activity to report.

10. <u>Little Questions:</u>

- Interim GM Estis will follow up with management on a customer email about mobility assistance.
- It was requested that the October meeting be held via Zoom to reduce travel during the interview period. Board members will check with President Burdick to confirm.

11. <u>Closing and Evaluation:</u>

Secretary Rodrigues adjourned the open session at 6:48 PM, and the Board moved to closed session.

The next meeting is on October 19th, 2026; location to be determined.

Submitted by Secretary Rodrigues