

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

The regular meeting of the Ukiah Natural Foods Board of Directors was convened on Monday, February 20, 2023, at 5:35 PM at Ukiah Natural Foods.

BOARD DIRECTORS PRESENT: Leo Buc (President), MaryLou Leonard (Vice President) (Arrived late & left early) Tim Dolan (Treasurer), Steve Oliveria (Secretary), Gideon Burdick, and Larry Mayfield

ABSENT: Angie McChesney

GUESTS: Stephen Groff (Member-Owner)

STAFF PRESENT: Lori Rosenberg (General Manager), Anne Wright (Accounting Manager)

President Buc called the meeting to order at 5:35 P.M.

1. **Introductions and Check-Ins:**
2. **Brief Announcements; Confirm Agenda:**

President Buc stated that we need to add Patronage Dividends to the agenda.

Board Member Mayfield **MOVED to approve the agenda with the addition of adding patronage dividends.** Seconded by Board Member Burdick. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Buc, Dolan, Mayfield, Burdick

3. **Consent Agenda:**

Board Member Mayfield **MOVED to approve the consent agenda as presented.** Seconded by Vice President Leonard. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Buc, Dolan, Mayfield, Burdick, Leonard

4. **Budget:**

Accounting Manager Wright reviewed what was sent out to the board on the 2023 budget.

Board Member Mayfield **MOVED to approve the budget as presented.** Seconded by Treasurer Dolan. **MOTION PASSED with one abstention.**

Yes: Board Members;

Oliveria, Buc, Dolan, Mayfield
Abstention: Burdick

5. Patronage Dividends:

Accounting Manager Wright reviewed what was sent out to the board on the patronage dividends.

President Buc stated that the finance committee didn't come to a recommendation for the board as there was a lengthy discussion. The committee did discuss the percentage range to be between 20% to 35%. Treasurer Dolan stated that the Finance Committee did like the amount of 20%. Board Member Mayfield stated that he sees the benefit in giving 30%-35% but no more than that. GM Rosenberg stated that her comfort level is 30/70 split, 30% is the max that she would be comfortable with but 20% would be ideal.

Board Member Mayfield **MOVED to approve a 30% cash dividend and 70% retained.** Seconded by Treasurer Dolan. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Buc, Dolan, Mayfield, Burdick

6. Board Education:

Board Member Mayfield stated we should review the board's responsibilities/role as a reminder. The last time this document was revised was back in 2018. This will be added to the next meeting as the document was not in the packet.

7. By-Law Changes:

GM Rosenberg stated that she spoke to the attorney, and she is available to review UNF's by-laws. She needs to see what all needs to be updated and review the Disclosure Document, and then she will be able to give an estimate of cost. The last time the by-laws were changed was back in 2014. There was a discussion on how to approach gathering a list of changes and that an ad-hoc committee would be formed. The Ad-hoc committee will consist of, President Buc, Board Members Mayfield, and Burdick, Staff Members GM Rosenberg, and Accounting Manager Wright.

8. BDC Recommendation - Election:

Board Member Mayfield stated that BDC recommends that we seat the two candidate applicants as new board members, and suspend the election.

The board **MOVED to approve the suspension of the election and to seat the two new members that have applied.** **MOTION PASSED.**

Yes: Board Members;

Oliveria, Buc, Dolan, Mayfield, Burdick

9. GM Report:

GM Rosenberg stated that they are in search of a new Deli Manager and then gave an overview of the report that was submitted. President Buc inquired about the difference between the new members signing up and then getting their e-coupons. GM Rosenberg stated that there is a lag on when the ecoupon is sent out. Everyone will get one as long as they submit an email address, if we don't get it then they won't get an e-coupon.

GM Rosenberg stated that everyone received the 2023 Strategic Plan draft goals that have tactics for the Coop management team to work on. President Buc stated that he will need a little bit more time to review the document in order to give feedback on it.

10. Committee Reports:

Board Member Oliveria stated that ORC didn't have a meeting again due to not having committee members sign up.

Board Member Mayfield stated that we have discussed all that we need to.

Board Member Dolan stated that we have discussed all that we need to.

11. Little Questions:

GM Rosenberg stated that Committee Assignments will be happening in April.

12. Topics for Next Month:

- 2023 Strategic Priorities
- Investment Document
- By-Law AdHoc Update

13. Closing and Evaluation:

President Buc adjourned the meeting at 7:00 P.M.

The next Meeting is on **March 20, 2023**

Submitted by Erica Ramirez, Board Administrator