

**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, July 17, 2023, at 5:40 PM at Ukiah Natural Foods.

BOARD DIRECTORS PRESENT: Leo Buc (President), Gideon Burdick (Vice President), Tim Dolan (Treasurer), Angie McChesney (Secretary), Thomas Chandler, Steve Turner, and Christine Rodrigues

BOARD DIRECTORS ABSENT: Steve Groff, Larry Mayfield

STAFF PRESENT: Lori Rosenberg (General Manager)

President Buc called the meeting to order at 5:40 P.M.

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

President Buc added committee assignments to the agenda.

Board Member Turner **MOVED to approve the agenda with addition.** Seconded by Board Member Rodrigues. **MOTION PASSED.**

Yes: Board Members;
Buc, Dolan, Burdick, McChesney, Rodrigues, Turner, and Chandler

3. **Consent Agenda:**

Treasurer Dolan **MOVED to approve the consent agenda with the last name correction of Christine Rodrigues.** Seconded by Secretary McChesney. **MOTION PASSED.**

Yes: Board Members;
Buc, Dolan, Burdick, McChesney, Rodrigues, Turner, and Chandler

4. **By-Law AdHoc Update:**

GM Rosenberg stated that we received a response from our attorney and we will receive the draft by next week and then it will be sent out to the board.

5. **First Quarter Financials:**

Treasurer Dolan reviewed all the first-quarter financials, second-quarter sales, May balance sheet comparison, and June sales. Please see the financial reports.

6. Finance Review:

Treasurer Dolan stated that we received the reviewed financial statements, we have two reviews and then one audit. Reviews use analytical data and the audit is taking everything apart and looking for anomalies. We have never had many issues with our reviews or audits ever, meaning we haven't had to do modifications to either, and everything is looking good.

Treasurer Dolan reviewed the adjustment for the final review.

There was a brief discussion on gift cards that will be discussed more at the Finance Committee.

7. Committee Assignments:

President Buc inquired about which committee Board Member Rodrigues and Turner would like to be on. Board Member Rodrigues will be on the Board Development Committee, and then Board Member Turner will be on the Finance Committee.

8. Board Strategic Priorities

President Buc explained what the board's strategic priorities are. The 2022-Q2 2023: prime concerns were passed out and reviewed.

PRIME CONCERN 1 – Board Capacity Through BDC

Tactic 2.2: Review current board recruitment and onboarding strategies to ensure appropriate representation of the Coop membership and community. (Demographics data, skills, and expertise)

Addition: Get enough board members to function

PRIME CONCERN 2 – Succession Planning Through GMEC

Tactic 1.1: Succession planning for impending leadership transitions. (Position analysis and development, pricing, incentive pay).

Tactic 1.3: Explore financial incentives in support of succession planning and leadership transitions.

PRIME CONCERN 3 – Financial Planning Through FC:

Tactic 3.3: Evaluate our benchmarks and financial means to fund grants, farmer loans, and scholarships.

Tactic 3.1: Strategize our future investments in light of unknown economic impacts.

Tactic 4.2: Set a timeline to achieve a living wage plan for all positions by 2024.

Q3 2023-2024:

PRIME CONCERN 1 – Board Development

Tactic 2.3: Evaluate and strengthen board development and training programs including community outreach, fiduciary duties, policies, procedures, and financial literacy.

Tactic 2.1: Explore diversity, equity, and inclusion in the development, composition, and recruitment of the board.

PRIME CONCERN 2 – Organizational Culture

Tactic 3.1: Define desired leadership characteristics, behaviors, and skills for the board and staff.

Tactic 4.4: Create paths for collaboration (strategy versus operations) between the board and management staff as a standard of our culture.

All have been discussed and the ones that have been completed have been checked off, the ones left will be addressed.

9. Consulting Contract:

President Buc stated that there has been no movement here as of right now and once the evaluation is complete then we will be looking at getting this contract.

10. GM Report:

GM Rosenberg stated that the new Deli Manager has been let go, and the Assistant Manager has been doing really well but this is a really hard role to fill. The refrigerant will be installed this week. The new Marketing Manager Dane Nelson will be at the next meeting. President Buc is still in favor of making a budget adjustment to assist in filling the deli manager role.

11. Committee Reports:

None at this time

12. Little Questions:

Board Member Turner inquired about daily/monthly shoppers and how that's calculated. GM Rosenberg and President Buc explained the difference in how that's figured.

GM Rosenberg inquired about meeting in person for board meetings. There was a little discussion on the topic and some feedback on the topic. The board agreed to meet in person every other month in September.

13. Topics for Next Month:

- Finance Charter

14. Closing and Evaluation:

President Buc adjourned the meeting at 7:13 P.M.
The next Meeting is on **August 21st, 2023** via Zoom
Submitted by Erica Ramirez, Board Administrator