

**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 21, 2022, at 5:30 PM via Teleconference through Zoom.

BOARD DIRECTORS PRESENT: MaryLou Leonard (President), Larry Mayfield, Steve Oliveria, Tim Dolan, John Bailey (Treasurer), Angie McChesney (Secretary), Leo Buc (Vice President), and Beth Salomone

BOARD DIRECTORS ABSENT: None

STAFF PRESENT: Lori Rosenberg (General Manager), Yvonne Boyd (Marketing Manager)

GUESTS: None

President Leonard called the meeting to order at 5:59 P.M.

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

Board Member Mayfield **MOVED to approve the agenda.** Seconded by Board Member Oliveria
MOTION PASSED.

Yes: Board Members;
Oliveria, Mayfield, Bailey, Salomone, Leonard, Dolan, McChesney, Buc

3. **Consent Agenda:**

Board Member Bailey **MOVED to approve the consent agenda.** Seconded by Vice President Buc.
MOTION PASSED.

Yes: Board Members;
Oliveria, Mayfield, Bailey, Salomone, Leonard, Dolan, McChesney, Buc

4. **Board Elections & Acceptance of application received by Gideon Burdick**

Board Member Mayfield **MOVED to accept the application of Gideon Burdick.** Seconded by Vice President Buc. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Mayfield, Bailey, Salomone, Leonard, Dolan, McChesney, Buc

5. Board Responsibilities with Strategic Plan Tactics

Vice President Buc shared his screen and reviewed the Strategic Plan as it pertains to the board. The follow goals were discussed among the board.

Priority 4: Leadership

Goal 1: Plan for leadership Transition - GMEC

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

Goal 2: Continue to strengthen and develop the Board – Board/BDC

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

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

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

Goal 4: Assess the current culture and identify the desired future culture – Possible Retreat

Tactic 4.1: Identify our current and desired approach to the utilization of technology, exploration of risk that can stretch us to creative solution, and cross-department interaction and collaboration.

Priority 1: Economic Viability

Goal 3: Evaluate our finance model – Finance

Priority 2: Sustainability

Goal 3: Explore funding sources available to support sustainability

Priority 3: Staff Empowerment

Goal 4: Create and implement living wage policies and processes – Board & Staff

6. GM Report & approval of draft items for Strategic Plan Tactics:

GM Rosenberg stated that staff spent a lot of time going through that plan and what could be achieved. This was also presented to the Management Team meeting and received some feedback. GM Rosenberg reviewed the tactics to the board. There where various discussion on tactics being reviewed. Board Member Bailey will email GM Rosenberg his thoughts and comments.

The board is going with what has been discussed and GM Rosenberg will come back next meeting with changes and add suggestions for the meeting tonight for board approval.

GM Rosenberg stated that her reporting my change when it comes to the GM report, as that's a lot of information and that it might be best to just report on the actionable items.

7. Auditors Update

Board Member Bailey and Board Member Dolan gave a recap on the auditors meeting, overall, the meeting went well. A draft of the report will be presented at the next board meeting.

8. No Mask Protesters

GM Rosenberg stated that the response letter that we received from the member that we are expelling, how do we want to respond. President Leonard started that we should just send her a check and leave it at that. Board Member Dolan gave his thoughts. Board Member Salomone stated that in the letter there is not any substance that needs to be addressed and that we just send the check and let it go. A brief letter will go out to her about her receiving her dividends.

The second member has not received his letter from the board yet, as not receipt has been sent back.

9. Committee Reports:

Board Member Mayfield stated that he sent out an article to everyone that applies to the Coop.

10. Little Questions:

GM Rosenberg inquired about the Board Finance training, and the board stated that it's been helpful and that there is one more class.

11. Topics for Next Month:

- In Person Meeting – April?

12. Closing and Evaluation:

President Leonard adjourned the meeting at 7:57 P.M.

Next Meeting **March 21st, 2022**, via Zoom

Submitted by Erica Ramirez, Board Administrator