

**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, March 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

STAFF PRESENT: Lori Rosenberg (General Manager)

GUESTS: Gideon

President Leonard called the meeting to order at 5:31 P.M.

1. Introductions and Check-Ins:

2. Brief Announcements; Confirm Agenda:

There was an in-house promotion for the Deli Manager Role.

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

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

4. Board Responsibilities with Strategic Plan Tactics

Vice President Buc shared his screen and reviewed the Board Strategic Plan Priorities as it pertains to the board. The prime concerns were reviewed for 2022-Q2 2023.

- Board Capacity Through BDC
- Succession Planning Through GMEC
- Financial Planning Through FC

The prime concerns were reviewed for Q3 2023-2024

- Board Development
- Organizational Culture

The prime concern areas will be addressed when new committee assignments are made.

GM Rosenberg stated the BDC is looking at drafting a nomination policy for elections.

5. **GM Report:**

GM Rosenberg stated that there are highlighted items within the report and inquired if there were any questions.

Board Member Salomone inquired about sales numbers for the St. Patrick's Day sale. GM Rosenberg stated that they sold out and she didn't have those numbers and that prices on some items had to be raised due to cost of goods.

Board Member Bailey stated that there is a big jump from double digits to triple within the GM report. GM Rosenberg stated that with the food it tends to fluctuate with those numbers.

GM Rosenberg stated that the credit card savings will be huge with the new system.

6. **ORC Grants Recommendation**

Board Member Oliveria stated that there were only five people that applied and that was surprising but made it easier to spend the money, as there is only \$4,600. One application was denied as they didn't have a 501C (3). The following organizations will receive in grants.

- RCS - \$1,000
- Potter Valley Tribe - \$1,100
- UVA - \$1,500
- Willits Seniors Inc - \$1,000

The above was approved by the Board.

7. **Member Expulsion Update**

GM Rosenberg stated that another member received his letter and has not reached out to the board. The member will receive his shares back.

8. **Strategic Plan w/tactics updates**

GM Rosenberg stated that the revised tactics have been submitted to the board.

Vice President Buc **MOVED to accept managements tactics as presented for year.** Seconded by Board Member Mayfield. **MOTION PASSED.**

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

9. Patronage Dividends Recommendation

Board Member Bailey provided an overview and shared his screen to review patronage dividends. In review the Coop would be giving out \$98,431 in cash patronage dividends to 3,284 members, the average is \$25.49 and that will need to be explained. VP Buc stated that we should state that COVID has been rough and that this is the highest percentage dividends than prior years.

There was discussion on how the dividends would be distributed. The Coop is planning on switching from checks to issuing store credit at the registers rather than mailing live checks. The discussion was positive from the board on this process. The recommendation of the finance committee is that we move forward with what management has presented us with.

Board Member Salomone **MOVED to the recommendation of the finance committee with the modification that we do allow members to carry their balance forward.** Seconded by Board Member Mayfield. **MOTION PASSED.**

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

10. Committee Reports:

None at this time.

11. Little Questions:

There was a discussion on having an in-person meeting in April. At this time, meetings will continue to be on zoom.

12. Topics for Next Month:

- Committee Compositions
- Delegate Strategic Plan Priorities
- Auditors Review
- Annual Member Meeting
- Beth Salomone's Finance Committee Application

13. Closing and Evaluation:

President Leonard adjourned the meeting at 6:50 P.M.

Next Meeting **April 18th, 2022**, via Zoom

Submitted by Erica Ramirez, Board Administrator