

**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, April 17, 2023, at 5:30 PM at Ukiah Natural Foods.

**BOARD DIRECTORS PRESENT:** Leo Buc (President), MaryLou Leonard (Vice President), Tim Dolan (Treasurer), Steve Oliveria (Secretary), Gideon Burdick, Angie McChesney (Zoom), and Larry Mayfield

**GUESTS:** Stephen Groff (Member-Owner), Thomas Chandler (Member-Owner), Krista Schulz (Member-Owner)

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

President Buc called the meeting to order at 5:30 P.M.

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

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

President Buc stated that we need to remove item number 10 patronage Dividends & YE Review to number 5 so Accounting Manager Wright doesn't have to stay for the whole meeting.

Board Member Mayfield **MOVED to approve the agenda with corrections as presented.**  
Seconded by Board Member Burdick. **MOTION PASSED.**

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

**3. Consent Agenda:**

Vice President Leonard **MOVED to approve the consent agenda as presented.** Seconded by Secretary Oliveria. **MOTION PASSED.**

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

**4. Seat New Board Members:**

Vice President Leonard **MOVED to approve the application and seating of Thomas Chandler & Stephen Groff.** Seconded by Secretary Oliveria. **MOTION PASSED.**

Yes: Board Members;

Oliveria, Buc, Dolan, Mayfield, Burdick, McChesney, and Leonard

**Nominations & Selection of New Board Officers**

The following nominations and selections are as follows.

President - Leo Buc  
Vice President - Gideon Burdick  
Secretary – Angie McChesney  
Treasurer – Tim Dolan

Board Member Mayfield **MOVED to approve the selection of new board officers; President - Leo Buc, Vice President - Gideon Burdick, Secretary – Angie McChesney, Treasurer – Tim Dolan**  
Seconded by Board Member Chandler. **MOTION PASSED.**

Yes: Board Members;  
Buc, Dolan, Mayfield, Burdick, McChesney, Chandler, and Groff

**5. Patronage Dividends & YE Review:**

Accounting Manager Wright stated that she does have a final number on the patronage dividends and no year-end right now and that by the end of next week she hopes to have finalized financials. The 30% cash dividend is \$220,124K, and the amount going out is \$219,463K, 4,270 members are getting a check, and an average of \$51.40. This will be sent out via store credit. The patronage dividend letter will be going out in the newsletter.

Accounting Manager Wright stated that we do have to record the income tax that we will owe on the ERC credit as we received the rest of the ERC credits today. There was an explanation of what has to happen next with income tax and having to fix prior tax years due to receiving the funds. We have to do a revision on our 941 payroll forms as we owe taxes on them. The YE review should be done in the next couple of weeks and it will be sent out. Accounting Manager Wright explained how the ERC credits work within our taxes and financials.

**6. Committee Assignments:**

Board Member Mayfield **MOVED to approve the Owner Relations Committee application for Steve Oliveria.** Seconded by Board Member Chandler. **MOTION PASSED.**

Yes: Board Members;  
Buc, Dolan, Mayfield, Burdick, McChesney, Chandler, and Groff

The following committee assignments were made.

**Finance Committee**

Tim Dolan – Chair / Leo Buc / Tom Chandler

**Board Development Committee**

Larry Mayfield – Chair / Steve Groff / Tim Dolan

**Owner Relations Committee**

Gideon Burdick - Chair / Steve Groff / Tom Chandler / Larry Mayfield / Steve Oliveria - Member-Owner

**General Manager Committee**

Leo Buc – Chair / Angie McChesney / Gideon Burdick

**Farmer Loan Committee**

Angie McChesney – Chair

Board Member Mayfield **MOVED to approve the above committee assignments as presented.**

Seconded by Board Member Groff. **MOTION PASSED.**

Yes: Board Members;  
Buc, Dolan, Mayfield, Burdick, McChesney, Chandler, and Groff

**7. Board Strategic Priorities:**

President Buc reviewed the board's strategic priorities, as they relate to each committee and that they are on track with those priorities. Each committee's strategic priorities were discussed and each chair of the committee reviewed.

**8. Membership information Requirements - Email address**

President Buc stated that he would like to see an email address required on the membership applicant and it would be a required field. GM Rosenberg stated what is currently asked for from members and her concerns about requiring an email address.

At this point in time, this will be left as is and it will be available if they wanted to add it.

**9. By-Law AdHoc Update**

GM Rosenberg stated that she and Anne have a conference call with the attorney tomorrow to talk about the by-laws and revisions. They received a draft with most of the questions that were asked. After this meeting, an AdHoc meeting will be scheduled, and the draft will be shared with those on the AdHoc and Board.

**10. Amy's Kitchen:**

GM Rosenberg stated that she got in contact with the National purchasing manager and asked if there was an update about Amy's kitchen and that right now there's no update but that it is going to litigation.

**11. GM Operational Strategic Goals 2023:**

GM Rosenberg stated that this was submitted to the board, and some of the goals have been minimized. GM Rosenberg reviewed the 2023 operational action items to achieve the suggested strategic goals.

Board Member Chandler inquired about receiving additional reports to better help understand how the Coop operates. He was requesting margin reports to be included after the quarterly inventory is completed.

Financial reporting and additional matrix will be discussed at the next finance committee.

**12. GM Report:**

GM Rosenberg inquired if there were any questions. No questions at this time.

**13. Committee Reports:**

None at this time.

**14. Little Questions:**

None at this time.

**15. Topics for Next Month:**

- Board Strategic Priorities (July)  
Investment Portfolio
- Amy's Kitchen
- By-Law AdHoc Update

**16. Closing and Evaluation:**

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

The next Meeting is on **May 15, 2023**

Submitted by Erica Ramirez, Board Administrator