

**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, October 17, 2022, at 5:32 PM via Teleconference through Zoom.

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

**ABSENT:** MaryLou Leonard

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

**GUEST:** None

President Buc called the meeting to order at 5:32 P.M.

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

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

GM Rosenberg stated that we have a meeting with our Attorney about the ERC, employee retention credits.

Board Member Oliveria stated that we received a grant summary and they were invited to the meeting but unable to attend.

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

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

**3. Consent Agenda:**

Board Member Oliveria **MOVED to approve the consent agenda as presented.** Seconded by Board Member Burdick. **MOTION PASSED.**

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

**4. Staff Bonus Proposal:**

Accounting Manager Wright stated that her written proposal was sent out. We are asking the BOD to approve a year-end bonus to employees in the amount of \$100,000. In a year with an

expected loss, we would not normally propose a bonus, however, the ERC credit, gives us an opportunity to give something back to employees without having a negative impact on the bottom line. Although the bonus amount would not be taken directly from the ERC restricted income, the ERC income this year does make this bonus a possibility since we won't be posting a loss this year. The cash for the bonus would come out of savings. We are looking at getting \$1.4 million from ERC, this will increase our labor expense by \$114,700. Please see the report for more information.

President Buc stated that this was discussed at the Finance Committee meeting and as a recommendation.

Board Member Burdick inquired about how this would be distributed to staff. GM Rosenberg stated that it's based on hours worked by each staff member.

Treasurer Dolan **MOVED to approve the consent agenda as presented.** Seconded by President Buc. **MOTION PASSED.**

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

## **5. ERC Credit Explanation**

Accounting Manager Wright stated that the ERC is a credit on wages and health insurance paid during the time that we were mandated to open by the government, we are eligible for 2020 and 2021. It's a total of \$1.4 million and the tax form has been revised and sent in. We will be meeting with the Attorney on this and how we will be reporting it on the books along with any other questions that we or the board have.

## **6. GM Report:**

GM Rosenberg asked if there were any questions. GM Rosenberg stated that we have the Back to Schools donation event and the total dollars was a little over \$9k that the schools will receive. Our new doors had some issues, and the replacement part for the door will be on its way just not sure when it will be fixed.

Board Member Burdick inquired about the staff in the food area. GM Rosenberg stated that we have a couple out on COVID and then a few people that have moved. We are having a hard time finding people to work. Board Member Oliveria inquired if we had reached out to the culinary department at the College, and GM Rosenberg stated that they have. President Buc inquired if we have looked at finding a person at a higher rate to run the department for one to two years, really finding talent. GM Rosenberg has stated that she has been thinking about that as well.

## **7. Senior Discount**

Board Member Oliveria stated it was suggested in the Owner Relations Committee that we change the age to 60, due to fixed incomes and to help them get in and shop. GM Rosenberg

stated that we are going to be looking at all the Senior Discounts and will be making some changes, as we have different discounts on certain dates and it should just be a flat discount of 4% every day, but this is on our list to be reviewed.

#### **8. Investment Policy**

Treasurer Dolan stated that this policy needs to be revised and he has been working with Accounting Manager Wright on it. There's more work that needs to be done on it, several items need to be changed. Once the document is completed with recommended changes, it will be shared with the board for approval.

Board Member Mayfield inquired if we are thinking of bonds. Treasurer Dolan stated yes we are.

#### **9. Committee Reports:**

Board Member Mayfield stated that we have all received the list of members and look for the people that we know to start asking about joining the board.

Board Member Oliveria stated that we have received two reports from Grants. If of any interest he can send it out. Board Member Burdick stated that we should get this information out to the membership on our grant donations and the responses. Board Member Oliveria will send it to GM Rosenberg who will work with Marketing Manager Boyd on getting it posted on social media.

#### **10. Little Questions:**

GM Rosenberg inquired about the member list and how it will be handled. President Buc stated that he will get it a google doc and share it with the board.

#### **11. Topics for Next Month:**

- ERC Update - Attorney
- Third Quarter Report
- Investment Policy

#### **12. Closing and Evaluation:**

President Buc adjourned the meeting at 6:38 P.M.

Next Meeting **November 21, 2022**, via Zoom

Submitted by Erica Ramirez, Board Administrator