BOARD OF DIRECTORS MEETING HIGHLIGHTS

June 2026

Meeting Date & Venue: June 15th, 2026, Via Zoom| **Next Meeting:** July 21, 2026, via Zoom

Overview

The Board focused on strengthening the Co-op's leadership transition, planning for the permanent General Manager search, and reviewing committee priorities for the coming year. Directors also discussed financial oversight, member engagement, and ways to continue rebuilding trust and communication with Co-op members.

Key Updates & Decisions

- **Interim General Manager:** Wynston Estes will begin serving as Interim General Manager on June 22 through Columinate, bringing extensive cooperative experience and providing both operational leadership and strategic guidance during the transition.
- **General Manager Search:** The Board approved engaging Columinate to assist with the permanent General Manager search and will hold a special meeting to finalize recruitment materials and keep the hiring process on schedule.
- **Finance Priorities:** The Finance Committee reviewed current financial performance, discussed opportunities for more detailed departmental reporting, and identified several governance and financial items for additional review.
- **Board Development:** New board member orientation was scheduled for June 22, and planning began for the 2027 board election cycle while committee goal-setting continues.
- **Member Engagement:** The Owner Relations Committee discussed new ways to connect with members, including "Coffee with the Board," enhancing annual membership participation, improving board visibility, and expanding educational outreach.

Public Comments

A member encouraged the Board to prioritize holding the annual membership meeting required by the bylaws and emphasized the importance of transparency, direct communication, and creating more opportunities for members to share feedback as the Co-op continues rebuilding trust.

What's Ahead

- Finalize General Manager recruitment materials and launch the executive search.

- Welcome Interim General Manager Wynston Estes and support the leadership transition.
- Continue developing committee goals and member engagement initiatives.
- Review governance and financial processes to strengthen long-term operations.

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, June 16th, 2026, at 5:31 PM via Zoom.

BOARD DIRECTORS PRESENT: Gideon Burdick (President), Angie McChesney (Vice President), Tim Dolan (Treasurer), Christine Rodrigues (Secretary), Anthony Browning, Jen Dalton, Steve Turner

BOARD DIRECTORS ABSENT: Maria Landaeta Andrade, Ky Mayers

STAFF PRESENT: Natasha Jelen (IT and Pricing Manager), Lodi DeAlba (Front Manager)

GUESTS: Bruni Kobbe, Benjamin Wolff

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

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

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

   Board President Burdick added 7A a request for a special board meeting and then 7B a vote on contracting with Melanie from Columinate for executive search services.

   Board Secretary Rodrigues **MOVED to approve the agenda with additional items as presented.** Seconded by Board Member Turner. **MOTION PASSED.**

   Yes: Board Members:
   McChesney, Rodrigues, Burdick, Turner, Dalton, Browning, Dolan

3. **Consent Agenda:**

   Board Secretary Rodrigues **MOVED to approve the consent agenda as presented.** Seconded by Board Member Turner. **MOTION PASSED.**

   Yes: Board Members:
   McChesney, Rodrigues, Burdick, Turner, Dalton, Browning, Dolan

4. **Public Comment:**

   Secretary Rodrigues read a brief response to a remark from the last board meeting, confirming that all required background checks, including fingerprinting, were completed during the general manager hiring process in accordance with standard practice.

Secretary Rodrigues stated that the meeting then opened the floor for public comment, inviting guests to speak for up to three minutes.

One member encouraged the board to prioritize membership outreach by holding the annual membership meeting required by the bylaws, noting that such a meeting would give members an opportunity to voice concerns and offer suggestions. The commenter emphasized the importance of direct communication with members and greater transparency as part of rebuilding trust.

5. **IGM/Leadership Updates:**

President Burdick provided an Interim General Manager update, reporting that the board approved the appointment of Wynston Estes through an email vote. Estes was selected through Columinate, staff were notified of the decision, and her start date was confirmed as June 22, when she would begin working in the store as Interim General Manager.

Secretary Rodrigues shared that the board previously met informally with Estes and expressed confidence in her extensive experience working with cooperatives. President Burdick said she will not only fill essential general manager responsibilities, but also serve as a valuable advisor, using her broad co-op expertise to help strengthen the organization's operations during the interim period. The board is optimistic that her leadership will leave the co-op in a stronger position.

6. **Trustee for Employee Retirement Fund:**

Treasurer Dolan stated that the Finance Committee discussed appointing an additional trustee to handle employee retirement fund transactions. While the HR Manager is already authorized to process requests, the committee decided not to recommend adding another trustee at this time because the current Accounting Manager has not yet completed their probationary period. The committee believes one authorized trustee is sufficient for now but remains open to future recommendations from the board.

7. **Committee Reports:**

Board Development Committee - Committee Chair Rodrigues reported that the Board Development Committee held its first meeting with the new board and discussed how the extensive work surrounding the General Manager transition has strained the board's capacity, resulting in slower progress on routine board responsibilities. She emphasized that maintaining a healthy board is critical to a healthy organization.

She also announced that new board member orientation, originally planned for April, was rescheduled for June 22, along with a store tour. The session will include the three new board members along with experienced board members representing each committee.

Committee Chair Rodrigues provided an overview of the 2027 Board election timeline. Three board seats will be up for election, and Board Member Mayers announced that she will not seek another term. The board confirmed that an election will be held regardless of the number of candidates.

Committee Chair Rodrigues outlined the recruitment process, with board information packets released in the fall, applications accepted in January, elections held in March, and newly elected directors seated at the April 2027 board meeting. She encouraged member-owners to consider serving on the board or a committee and emphasized the importance of recruiting candidates with the skills needed to oversee a $16 million retail cooperative.

The committee also:

- Deferred setting committee goals until the next meeting.
- Celebrated completing new board commitment and confidentiality forms.
- Encouraged committees to use the board self-evaluation survey results when establishing measurable annual goals.
- Decided to postpone bylaw revisions this year so the board can focus on the General Manager transition.
- Reminded committees that annual goals will be tracked and reported on throughout the year to ensure accountability.

Owner Relations Committee - Committee Chair Dalton reported that the Owner Relations Committee held its first meeting in some time and focused on redefining the committee's purpose and role. The committee discussed updating outdated information about its responsibilities, strengthening owner engagement, and finding ways to support the marketing manager through community outreach rather than duplicating marketing efforts.

Key discussion topics included:

- Exploring new ways to engage member-owners, such as hosting regular "Coffee with the Board" sessions where board members would be available in the café to answer questions, receive feedback, and build relationships with members.
- Considering a shift from an owner appreciation party to a more formal annual membership meeting, while also exploring smaller, ongoing engagement opportunities throughout the year.
- Reviewing the merchandising and product policies and involving member-owners in providing feedback on those policies.
- Supporting initiatives such as cross-promoting products, exploring member-only sales, and strengthening support for local farmers.
- Having board members contribute monthly newsletter articles to educate members about the cooperative and board activities. Jen shared that she had already submitted an article about why she joined the board and how the cooperative principles influenced her decision.

The committee also discussed feedback they had been hearing from members and concluded that the recent organizational crisis had largely passed. Their focus now is on rebuilding trust, increasing the board's visibility in the store, and creating more opportunities for direct communication with member-owners. Committee goals will be finalized at the next meeting.

Finance Committee - Treasurer Dolan reviewed the financial reports, noting that sales were slightly below budget and cost of sales slightly above budget. He emphasized the importance of tracking gross margin by department, explaining that while some departments, such as produce, are performing well in sales, their margins are below budget due to rising costs.

He advocated for more detailed financial reporting that measures each department's contribution after accounting for sales, cost of goods sold, and fully loaded labor expenses. He expressed concern that the co-op is operating at a net operating loss and is relying on investment income to offset operating deficits, rather than generating sustainable profits from core operations.

He also questioned a significant $132,000 year-to-date inventory adjustment, which reduced the reported gross margin from 40.46% to 38.53%. Tim said he has requested better visibility into inventory adjustment trends for several years and believes the size of the adjustment is a serious issue that warrants further attention.

There was a discussion about the recently implemented employee co-op membership benefit, raising concerns about both the approval process and its financial and legal implications.

Committee Chair Dolan questioned why the program was implemented without review by the Finance Committee or approval from the board. While he supported the concept, he said the estimated cost could be much higher than initially presented and should have gone through the appropriate governance process.

Secretary Rodrigues noted that the board has authority over membership policies and questioned how the benefit was implemented without board involvement.

Committee Chair Dolan also expressed concern that financial documents were being distributed to the board without first being reviewed by the Finance Committee and stated he expects that process to change.

Board President Burdick stated that the arrival of Interim General Manager Estes should help restore proper procedures. He added that she will review how the employee membership program was implemented to ensure it complies with cooperative governance requirements.

Committee Chair Dolan further recommended obtaining a legal opinion to confirm that providing memberships to employees does not create an unintended second class of ownership. The board agreed that this legal review should be added to Interim General Manager Estes' list of priorities.

Executive Search Committee - Committee Chair Turner provided an update on the Executive Search Committee's plans for recruiting a permanent General Manager. The committee has developed a proposed recruitment timeline that builds on the previous search by using the existing job description, qualifications, and recruitment materials while partnering with Columinate to manage the search.

Committee Chair Turner noted that the timeline has begun to fall behind because key June tasks are still pending, including board approval of the contract with Columinate. The committee is scheduled to meet with a Columinate representative to review the recruitment process and discuss improvements, including greater involvement from the leadership team in defining candidate qualifications.

The committee is also evaluating whether to keep the application period fixed or leave the position open until a qualified candidate is found, recognizing that the timeline will depend largely on the number and quality of applicants received.

8. Request for Special Board Meeting - July:

Executive Search Committee Chair Turner explained that the committee is behind schedule because it has not yet met with executive search consultant Melanie Reid from Columinate. He said the committee still needs to finalize the General Manager qualifications, compensation package, and job advertisement before launching the recruitment process, and some of those items will require board approval.

Because of these delays, Board Member Turner requested that a special board meeting be scheduled to review and approve the recruitment materials so the search can move forward without waiting until the next regular board meeting.

9. Vote on contacting with Melanie from Columinate:

Board President Burdick **MOVED to approve the contract of $8,000 for Melanie Reid to support the Executive Search Committee.** Seconded by Board Member Dalton. **MOTION PASSED.**

Yes: Board Members:
McChesney, Rodrigues, Burdick, Turner, Dalton, Browning, Dolan

10. Little Questions:

The next regular board meeting is scheduled on July 20th by Zoom. The date of July 13th is being considered for the special board meeting.

The board discussed establishing a formal process for approving **closed session meeting summaries**. Secretary Rodrigues proposed distributing the summaries by email after each closed session and having board members approve them electronically to create an official approval record.

Board Member Turner noted that while the discussions themselves remain confidential, any decisions made during closed session should be reported at the next public meeting and reflected in the public meeting minutes. Vice President McChesney also reminded board members that closed session minutes are confidential and should be handled accordingly as part of their fiduciary responsibilities.

11. Topics for Next Month:

- GoogleDrive

12. Closing and Evaluation:

President Burdick adjourned the meeting at 6:35 P.M.
The next Meeting is on **July 20th, 2026,** via Zoom
Submitted by Erica Ramirez, Board Administrator, edited by Secretary Rodrigues