

**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 19, 2024, at 5:35 PM Zoom.

BOARD DIRECTORS PRESENT: Leo Buc (President), Gideon Burdick (Vice President), Tim Dolan (Treasurer) (left at 5:40 pm), Steve Groff, Larry Mayfield(arrived late), Angie McChesney (Secretary), Thomas Chandler, Steven Turner, and Christine Rodrigues

GUESTS: Ky Mayers

STAFF PRESENT: Lori Rosenberg (General Manager)

President Buc called the meeting to order at 5:35 P.M.

1. Introductions and Check-Ins:

2. Brief Announcements; Confirm Agenda:

Board Member Rodrigues **MOVED to approve the agenda.** Seconded by Vice President Burdick. **MOTION PASSED.**

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

3. Consent Agenda:

Board Member Mayfield **MOVED to approve the consent agenda with changes.** Seconded by Board Member Rodrigues. **MOTION PASSED.**

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

4. Turnover Report:

Board Member Turner reported on the seven-page turnover report with the board that he put together from 2023 turnover stats. There was a discussion on what was presented and the turnover rate along with factors.

5. Strategic Planning:

Board Member Rodrigues stated that the Strategic Planning Committee just met before the board meeting tonight. The committee has started the process of review on the progress of the current plan and will be inviting veteran board members to determine how well the plan was satisfied. This will include Board Members Mayfield, Buc, and McChesney as they were on the board during that planning process.

The committee is also going to extend the current plan for the next two years, to include the GM transition. This will be given to the board in April for review.

There will be an AdHoc board committee for the executive search; interested board members are Mayfield, Groff, and McChesney.

By-Laws Update:

GM Rosenberg stated that the Attorney is done with the redline edits which were sent to the ad-hoc committee for review. Once completed it will be sent to the whole board.

6. Approval of Edward Jones - UNF's Investments:

Board Member Turner reviewed the document on the UNF's investments. Edward Jones is only making \$2,000 a year for \$400k. Please see the UNF's investment document as presented. The Finance Committee is making the recommendation that the board approve moving UNF's Investments to Edward Jones.

Board Member Mayfield **MOVED to approve management to open investments with Edward Jones.** Seconded by Board Member Groff. **MOTION PASSED with on opposed (VP Burdick).**

Yes: Board Members;
Buc, McChesney, Rodrigues, Groff, Mayfield, Turner, and Chandler

7. Board Elections:

GM Rosenberg stated that board elections were open. We did receive applications, but we did miss the deadline for Simply Voting if we were going to have an election. Two candidates did not follow through with the requested information to complete their application. Groff

reached out to them via email and phone calls for them to meet the deadline and complete the request. We have three candidates and three open seats. Candidate Mayers stated that she felt that the process was good and clear.

Board Member Rodrigues stated that the candidate statement might have caused confusion, which can be revamped for next year to ensure that candidates know this is part of the process.

President Buc informed the board that a candidate stated that they were encouraged by management or BDC that the meeting date is set and cannot be changed. There was a discussion on this but that was not the case stated by GM Rosenberg and she has a copy of the email exchange of when the meetings are held with that candidate. Board Member Groff stated that he and GM Rosenberg received a response back from the candidate in good spirits but have a conflict on the meeting date and time and will consider applying next year.

8. GM Report:

GM Rosenberg stated that we are going to have an annual event for members which will take place on April 27th from 1 PM to 4 PM. This will be at a new venue Gather Events south side of town.

9. Committee Reports:

Owner Relations - No ORC Meeting this month.

Board Development - There will also be a transition from Dropbox to Google Drive. The committee will be looking at new board member orientation.

Finance Committee - Nothing to report.

GMEC - Nothing to report.

Strategic Planning - A meeting will be happening on the March 21st.

Farmer Loan - Board Member McChesney stated that there was time spent reviewing the policy and application.

10. Little Questions:

March will be via Zoom and April will be in-person.

11. Topics for Next Month:

- Board Elections
- Prospective Members Intro
- Strategic Planning
- By-Laws Update

12. Closing and Evaluation:

President Buc adjourned the meeting at 6:40 P.M.
The next Meeting is on **April 15, 2024**, via Zoom.
Submitted by Erica Ramirez, Board Administrator