
Meeting Date & Venue: August 17th, 2026, Via Zoom | **Next Meeting:** Sept 21st, 2026, at Ukiah Co-op

Overview

The Board reviewed the Co-op's financial position, General Manager search, member-owner communications, and board development priorities. The Board also explored Policy Governance as a framework for clearer accountability and performance monitoring.

Key Updates & Decisions

- Financial outlook: Year-to-date sales are on target, but labor remains high and continues to pressure operating results. The 2027 budget will focus on labor efficiency and sales growth.
- GM search: Of 21 applicants, four met the qualifications and three advanced to committee interviews. The Board approved up to \$2,500 to bring two finalists to Ukiah for on-site interviews.
- Banking updates: Authorized signers were updated on the Co-op's Mendocino Savings Bank and Edward Jones accounts to reflect current leadership.
- Member communication: The Co-op will provide more GM-search updates through The Beet, email, and the bulletin board, and begin Board office hours for member-owner engagement.
- Board priorities: Work includes reviewing the bylaws, updating the board policy documentation, strengthening financial oversight, preparing for three open Board seats, and transitioning the Board's Google Drive management.
- Policy Governance: The Board discussed using regular monitoring to clarify Board/GM roles and track financial, operational, employee, and membership goals.

Public Comments

A member-owner asked about the Co-op's year-to-date financial position and budget.

What's Ahead

- GM finalist interviews: Complete committee interviews and prepare for on-site meetings with up to two finalists.
- Financial planning: Continue the 2027 budget and review sales, labor, credit card costs, and investments.
- Governance & engagement: Begin Board office hours and continue work on the Annual Meeting, bylaws review, Board recruitment, and Google Drive transition.

**UKIAH NATURAL FOODS
(A.K.A THE HOMESTEAD EXCHANGE)
MINUTES OF THE BOARD OF DIRECTORS**

A special meeting of the Ukiah Natural Foods Board of Directors was convened on Monday, August 17th, 2026, at 5:38 PM via Zoom.

BOARD DIRECTORS PRESENT: Gideon Burdick (President), Angie McChesney (Vice President), Ky Mayers (Treasurer)(arrived late via Zoom), Christine Rodrigues (Secretary), Anthony Browning , Maria Landaeta (via Zoom), Steve Turner, Jen Dalton (via Zoom)

MEMBER-OWNERS: Tim Dolan

STAFF PRESENT: Wynston Estis (Interim General Manager), Lodi DeAlba (Front End Manager)

President Burdick called the meeting to order at 5:38 P.M.

1. Introductions and Check-Ins:

2. Brief Announcements; Confirm Agenda:

Board President Burdick added Policy Governance after committee reports and then added 7A Executive Search Committee approvals.

Board President Burdick **MOVED to approve the agenda with additions.** Seconded by Board Member Turner. **MOTION PASSED.**

Yes: Board Members;
Rodrigues, Burdick, Turner, Dalton, Browning, McChesney, Landaeta

3. Consent Agenda:

Secretary Rodrigues **MOVED to approve the consent agenda with changes as presented.** Seconded by Board Member Turner. **MOTION PASSED. With one abstention**

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

4. Public Comment:

A question was raised about the Co-op's year-to-date financial performance and whether it is tracking to budget.

5. Action Since the Previous Meeting

Board President Burdick reported that 'Actions Since the Previous Meeting' will become a standing agenda item, so that decisions made in closed or executive session, or between meetings, are consistently reflected in the public record going forward. To bring the record current, he then reported the following actions:

- August 18, 2025: The Board voted to extend an offer of employment to Robert Drake for the General Manager position.
- September 4, 2025: In closed session, the Board voted to extend the final negotiated employment offer to Mr. Drake for the General Manager position.
- October 20, 2025: In closed session, the Board voted to continue the Interim General Management Committee, with the Human Resources Manager and Front End Manager serving in expanded roles from November 1, 2025, until two weeks after the incoming General Manager started.
- April 23, 2026: In closed session, the Board voted to support the General Manager's continued employment and engage additional support for employees, staff, and member-owners. This action was later superseded by the April 28 decision.
- April 28, 2026: In closed session, the Board voted to activate the succession plan, approach the Human Resources Manager to serve as a short-term liaison between the Board and staff, and end the General Manager's at-will employment effective April 29, 2026.
- Between the July and August 2026 Board meetings: By email vote, the Board authorized Interim General Manager Winston Estes to enter into an agreement with Dorsey & Whitney LLP to review the Articles and Bylaws. The review will address the question of staff memberships and identify provisions that may be inconsistent with best practices, with recommendations for further action.

6. GM Report:

Interim GM Estis provided updates on the following items:

- **Sales:** Year-to-date sales are currently on target.
- **Gross Margin/Labor:** In July, approximately \$94,000 remained after labor and cost of goods, while remaining operating expenses totaled about \$136,000, creating a shortfall.
- **Labor Costs:** Labor remains too high and is limiting the Co-op's ability to cover other fixed and operating expenses. Management will continue exercising restraint when adding staff and looking for operational efficiencies.
- **2027 Budget:** Drafting has begun. A key focus will be reducing labor as a percentage of sales through careful staffing management and increased sales.

- **Promotions:** Back-to-school promotions are underway, including themed products displayed in the aisles even when items are not discounted.
- **Repairs & Maintenance:** Addressing the ongoing infestation issue remains a high priority, with several managers overseeing efforts to minimize the impact on staff.
- **Insurance:** The D&O/EPLI insurance application is underway and expected to be completed by the end of the week.
- **HR Development:** Amanda and Dag attended an HR conference and reported that it was valuable.

Board Secretary inquired about whether the quarterly Financial Dashboard report will continue to be produced and shared with the board, and Interim GM Estis confirmed that it will be.

Board President Burdick presented a resolution to update authorized signers on the Co-op's bank account and Edward Jones account. The proposed changes would add Wynston Estis (Interim General Manager) and Lodie DeAlba (Front End Manager) as authorized signers, retain Dag Gonzalez (Human Resources Manager), and remove Joe Riemann (Accounting Manager). Because Edward Jones requires one individual to be designated as the investor, the Board discussed assigning that responsibility to Wynston Estis (Interim General Manager) who is working most closely with the Finance Committee, with the intention of transferring the role to the appropriate successor once that person is in place.

Board President Burdick **MOVED to approve adding Wynston Estis, and removing Joseph Reimann, as a signer on Edward Jones accounts.** Seconded by Board Member Turner. **MOTION PASSED.**

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

Board President Burdick **MOVED to approve the removal of Joseph Reimann, keep Dag Gonzalez, and add Wynston Estis, and Lodi DeAlba, as signers on Mendocino Savings Bank accounts.** Seconded by Board Member Turner. **MOTION PASSED.**

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

7. **Committee Reports**

Finance - The Finance Committee reported that sales remain relatively flat with slight growth, while inflation continues to affect results and cost of goods sold is running somewhat above budget. Labor remains the primary variable cost, and management is working on strategies to improve labor efficiency. The committee also discussed the Co-op's long-term investment strategy, including potential cooperative investment opportunities, but agreed to revisit the issue, potentially after a new Account Manager with investment experience is hired. To better

distribute Finance Committee responsibilities, Board Member Turner will monitor labor-related metrics and provide summaries, while Board Member Browning will focus on customer and membership metrics, including basket size. Next month, the committee plans to review sales, credit card costs, investments, and the budget.

Owner Relations - There was a productive meeting on August 4th focused on improving communication with member-owners about the General Manager hiring process. Plans include an article in the upcoming Beet, more frequent email and bulletin board updates on hiring progress, and a recurring “business behind the business” feature explaining the Co-op’s financial picture and providing member-owners with ways to engage. Board office hours are planned to begin August 27th, with an initial two-hour session. The committee also began planning the 2027 Annual Meeting, receiving venue quotes of approximately \$4,000 from Nelson Vineyards and Gather Events; Nelson Vineyards is currently being considered favorably because its quote includes tables, chairs, and a PA system. Last year’s annual meeting budget was approximately \$17,000. The committee also reviewed its goals and agreed to continue tabling the merchandising policy until additional information is available.

There was a question on if the financial dashboard would be shared with the members? Board Member Dalton stated that the committee agreed not to regularly publish specific financial data because detailed information could be useful to competitors such as Raley’s or Safeway. Specific financial figures can still be shared with member-owners through the annual report, while regular communications such as The Beet will instead focus on the broader story behind the numbers. These updates will use accessible financial context or “social math” to explain the Co-op’s financial position and provide member-owners with clear actions they can take to support the business.

Board Development - The Committee established several draft goals, including updating the bylaws to accommodate the new employee membership benefit and any additional changes identified through the attorney review. The committee also plans to update and reinvigorate the Board Procedures Manual, which has seen limited use since 2022. Another priority is strengthening the Board’s financial oversight capacity by recruiting a Treasurer and improving all Board members’ ability to understand and review financial reports. Finally, the committee plans to transition the Google Drive Super Administrator role and reorganize confidential Board files to ensure they are appropriately housed and managed.

The group discussed the proposed committee “report card,” which is intended to track and report progress on annual committee goals. Because only the Owner Relations Committee (ORC) and Board Development Committee (BDC) are currently participating, the Board questioned whether a formal report card would be useful. For now, the Board agreed that the ORC and BDC will manage and report on their own goals rather than use a centralized report card. This approach will continue until further notice, given the ongoing Executive Search and the transition of the Finance Committee.

The committee discussed adding an annual NCG presentation to its regular calendar to help newer Board members better understand NCG once they have had time to become familiar with

their roles. The first presentation is tentatively planned for the October 2026 meeting or another fall meeting.

The committee also discussed progress on transferring Google Super Administrator responsibilities, with Board Member Browning assisting in developing the transition plan. The first step will be transferring current Board materials so that the Board Administrator and Board Secretary, rather than staff, manage the Board's Google Drive. Confidential records will then be transitioned in stages, with policies and procedures developed to ensure consistent management by future Board officers and administrators, including establishing appropriate access to historical and confidential files.

The Board Skills Matrix as an important tool for identifying needs and developing recruitment materials for the next group of Board candidates. Board Members who have not yet completed the skills survey were reminded to submit their responses. Looking ahead to the upcoming election, three Board seats will be open.

Executive Search - The Executive Search Committee provided an update on the General Manager recruitment process, which began after the Board approved a contract with Melanie from Columinate on July 7th and updated recruitment standards were posted around July 11th. After approximately 40 days, the Co-op has received 21 applications, with four candidates considered qualified. All four completed initial phone interviews; three advanced to full committee Zoom interviews, while the fourth withdrew after accepting another position. Two committee interviews have been completed, with the third scheduled for this week. Because the remaining candidates are considered strong and the committee wants to avoid losing qualified applicants, it recommended selecting the top two candidates for on-site interviews following the final Zoom interview. The on-site process would provide opportunities for both the Board and staff to meet and engage with the finalists before a hiring decision is made.

Board President Burdick **MOVED to approve the budget of \$2,500 to bring two candidates to Ukiah for the GM interview process.** Seconded by Board Member Landaeta. **MOTION PASSED.**

Yes:	Board Members:
	Rodrigues, Burdick, Turner, Dalton, Browning, McChesney, Landaeta, and Mayers

8. Policy Governance

Interim General Manager Estis introduced Policy Governance, a framework that clarifies the roles and accountability of the board and General Manager by organizing the co-op's policies into a consistent monitoring system. Drawing on extensive experience with the model, she explained that it delegates day-to-day operations to the General Manager while keeping the board focused on setting goals, values, and expectations, and on monitoring measurable results. Regular monitoring reports would provide objective data on areas such as sales growth, employee engagement, and turnover, while the GM's report would continue to surface important matters not captured by scheduled monitoring. As an example, current sales growth was identified as falling short of a proposed target of approximately 4 to 5 percent annually,

prompting management to consider strategies including strengthening merchandising, improving displays and promotions, and developing member-owner specials. The board discussed how Policy Governance could bring greater structure, accountability, and transparency to co-op governance while allowing policies and performance measures to evolve in alignment with the co-op's needs and values.

The Policy Governance discussion continued with a focus on maintaining a strong financial condition and sustainable operations. Current areas of noncompliance include inadequate sales growth and profitability, with plans to improve performance through labor and expense management, merchandising improvements, SKU rationalization, stronger price competitiveness, improved product availability, and departmental evaluations. The Co-op currently has adequate cash to meet its financial obligations, which was identified as an area of compliance. Membership growth and owner equity were also discussed, with proposed strategies including member-owner-only promotions, stronger ownership drives, and improving the Annual Owner Meeting to make it more accessible, engaging, and inclusive of a larger number of owners. Overall, the Policy Governance framework is intended to create a consistent monitoring system that ensures the Board and General Manager regularly address critical financial, operational, membership, and compliance measures without important responsibilities being overlooked.

9. Little Questions:

The next meeting is September 21st, 2026 via Zoom.

10. Topics for Next Month:

- GoogleDrive

11. Closing and Evaluation:

President Burdick adjourned the meeting at 7:02 P.M.

The next Meeting is on **September 21st, 2026**, via Zoom

Submitted by Erica Ramirez, Board Administrator, edited by Secretary Rodrigues