

**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, March 20, 2023, at 5:35 PM at Ukiah Natural Foods.

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

**ABSENT:** Angie McChesney

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

**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:**

President Buc stated that we need to remove item number six mask mandates as Board Member McChesney is not in attendance for the meeting.

Board Member Burdick **MOVED to approve the agenda with the addition of adding patronage dividends.** Seconded by Board Member Mayfield. **MOTION PASSED.**

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

**3. Consent Agenda:**

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

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

**4. Elections:**

This was a carryover and no action was needed.

**5. Board Education:**

Board Member Mayfield stated that we are to review the board responsibilities document.

Board President Buc shared his screen and the board responsibilities were reviewed, as it's a good reminder to review them and understand the responsibilities of a board member. There was a discussion on if anything was missing or needed to be added to the document. There was a discussion about director confidentiality and board-to-board conversations doing them in private.

#### 6. **ERC Funds:**

Board Member Dolan stated that we need to decide to restrict the \$1.4+ million in ERC funds and reserve them along with the interest on any investments in those funds. Those funds can be reviewed for up to five years by the IRS. We did receive two checks thus far which amounts to less than a quarter. GM Rosenberg stated that the ERC calculation was from 2021 and 2022 and we are receiving those funds this year 2023.

Board Member Dolan **MOVED to approve the restriction of the principal and any interest on investments on the ERC funds until the IRS has resolved any issues until 1/1/2028 or otherwise released by the Board of Directors.** Seconded by President Buc. **MOTION PASSED.**

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

#### 7. **Investment Policy:**

Board Member Dolan stated that this policy has been revised and edits have been made by the finance committee and board members.

Board Member Mayfield **MOVED to approve the Investment Policy as presented.** Seconded by Board Member Oliveria. **MOTION PASSED.**

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

#### 8. **Amy's Kitchen:**

Board Member Oliveria stated that he received an email as the board secretary from a member about Amy's Kitchen and their practices and that Amy's is going through a reorganization and is shutting down a factory. GM Rosenberg has been keeping a close eye on the situation and has been in email communication with the member that has reached out to Board Member Oliveria. Rosenberg stated that the NCG Senior Director of Purchasing shared letters and information about Amy's Kitchen issues at their Santa Rosa, CA facility. Rosenberg will reach out again to see if there is any updated information.

President Buc stated that from what he knows this is regarding safety in the workplace boycott and that a boycott has been called by various labor/union organizations.

GM Rosenberg stated that she will send the board more information as she gets it. We also have

boycott language in our merchandising policy as we have boycotted certain brands in the past.

#### **9. Acceptance of Strategic Plan Action Items for 2023:**

GM Rosenberg stated that at the February February board meeting the draft goals in the 2022-2024 Strategic Plan were submitted and the items highlighted in green are the selected goals to work on in 2023.

President Buc shared his screen and the board reviewed the document. The items in green are ones that are going to be completed in 2023. GM Rosenberg stated that some from 2022 that were not complete have been rolled over to 2023.

Board Member Mayfield **MOVED to approve the strategic plan action items for 2023 as presented.** Seconded by Vice President Leonard. **MOTION PASSED.**

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

President Buc stated that if the board agrees we will have the board meeting in April in person at 5:30 PM at the Coop Conference Room and that board members are invited to attend the Annual Membership meeting in April and that if they bring a plus one to purchase a ticket for them.

#### **10. GM Report:**

GM Rosenberg stated that the reports going forward will be shorter. Rosenberg asked the board what other information they would like to see in the monthly report. The current reports are really time-consuming and she would like to minimize the report by fulfilling what the board would like to see and know.

President Buc stated if we can add this item at the next board meeting and that the April reports will consist of sales and finance data that the board receives and a minor report on any pressing issues and GM Rosenberg will be working on the operational plan as well.

Board Member Dolan inquired about the frozen reset and how the recruiting is going for the Deli Manager. GM Rosenberg stated that the recruiting has been going but not well due to inexperienced applicants applying. UNF is doing a job fair through Career Point on March 22 and we are hoping there might be some candidates from that event.

The freezer reset went well with reorganizing the categories in a user-friendly progression of items. This also gave us the opportunity to discontinue slow sellers out of the set.

Vice President Leonard stated that the report showed the goal completed on compensation and VP Leonard wanted to know where that data was. GM Rosenberg explained that information from the consultant is operational and the information and data the consultant gave us were used in establishing new wage levels for 2023 of which the board received the 2023 Wage and Benefits review along with the new wage levels.

## **11. Committee Reports:**

Board Member Oliveria stated that ORC received the list of Scholarship students and that we only received one application for the grants program. We are not sure what happened. We will award them and then we need to see what we will be doing with the rest of the funds since we only have one grant applicant. We will have quite a bit of money left. GM Rosenberg stated that we can donate to non-profit organizations. Vice President Leonard stated that maybe we could use some of those funds to match the round-up at the register. President Buc stated that we might be able to do this as a charitable donation via gift certificates but would need to be checked with Accounting Manager Wright. A vote will need to happen once we have more information about the ideas presented as to what we are able to do, this can happen via email. GM Rosenberg will talk with Accounting Manager Wright and then circle back to the board.

Board Member Mayfield stated that for BDC we have discussed all that we need to.

Board Member Dolan stated that for the Finance Committee, we have discussed all that we need to.

President Buc stated that GMEC has an upcoming meeting.

## **12. Little Questions:**

President Buc stated that if there are any objections from the board on making an email address required when joining the Co-op for membership. This will be on the agenda for next month's meeting.

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

- Board Strategic Priorities
- Membership Information Requirements - Email Address
- Committee Assignments & Seating New Members
- Investment Portfolio
- GM Reporting
- Mask Mandate
- Amy's Kitchen
- By-Law AdHoc Update

## **14. Closing and Evaluation:**

President Buc adjourned the meeting at 6:56 P.M.

The next Meeting is on **April 17, 2023**

Submitted by Erica Ramirez, Board Administrator