

**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, September 26, 2022, at 5:34 PM via Teleconference through Zoom.

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

ABSENT: None

STAFF PRESENT: Lori Rosenberg (General Manager)

GUEST: None

President Buc called the meeting to order at 5:34 P.M.

1. **Introductions and Check-Ins:**
2. **Brief Announcements; Confirm Agenda:**

President Buc stated that there will be a closed session and the link is in the chat.

Board Member Mayfield **MOVED to approve the agenda.** Seconded by Vice President Leonard
MOTION PASSED.

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

3. **Consent Agenda:**

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

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

4. **Board Education:**

Treasurer Dolan did an overview of the Columinate Training. Board Administrator Ramirez shared her screen with the materials reviewed.

The materials presented will be stored in the board dropbox.

Vice President Leonard inquired if other Coops are having a hard time getting members. GM

Rosenberg stated that yes, they are, from the conference that she attended last week, this was a discussion, and a lot of Coops are having that issue. There was a discussion articulating the language differently when trying to get members. This discussion will be going to ORC for a discussion. GM Rosenberg stated that in the newsletter we do have a page that reviews membership and the benefits and that the month of October is a membership drive and a contest with the cashiers as an incentive.

5. GM Report:

GM Rosenberg asked if there were any questions. Board Member Burdick inquired about the ERC explanation. GM Rosenberg stated that this came from the finance committee but next month this will be a topic on the agenda. We gave Wegner and Associates the go-ahead to apply for it and we will see what happens from there. Treasurer Dolan stated that the finance committee supported the decision to apply for the ERC and see what happens with it and if we get approved or not. Tim gave a brief overview of what will happen with respect to recording it financially. Again, this will be a discussion and on the agenda in October.

GM Rosenberg stated that the new front doors will be installed this week.

6. Second Quarter Report:

This will be tabled until next month. Board Member Burdick stated that he is concerned as the report shows a projected net loss for the year and wondering if this has happened in the past. GM Rosenberg stated that we haven't been in a net negative in years, but we are forecasting that from the trend that we see happen this year in our sales-but then in Q4 it could change, we are just seeing a downward sales growth. It was also stated that we financially look good, not a lot of debt, and have a healthy savings and we have been very careful about operational expenditures. We are hoping to end the year flat and not in a negative.

7. Bylaws

This was a carryover from previous conversations. This will be tabled for ORC.

8. Recruitment Strategy:

Board Member Mayfield has stated that we are using all our media outlets and that getting people to join the board is hard. Vice President Leonard stated that her and Board Member Burdick have been talking with Marketing Manager Boyd about changes to the website and how we need additional board members. GM Rosenberg said that they did the same thing in the Fall Newsletter.

President Buc suggested that we get the member rolls and enter a shared spreadsheet and the board review the membership roll and note who board members know and then call them about joining the board and explained the thought process behind this suggested idea.

There was discussion on the board members either doing a short video for social media or a short article for the newsletter about why they are board members.

9. Board Evaluation Document:

Board Member Mayfield stated that we need to see if this is a document that we need to use or not. VP Leonard stated that the document is several years old and may not be relevant. At this point we have enough work as a board to do and doing an evaluation right now does not seem worth the time.

The proposal from BDC is not to do a board evaluation this year and look at this next year and see if we want to do this or not.

Board Member Burdick stated that there are other ways to evaluate the success of how we are doing. Developing a metrics system that relates to what we are doing.

This will go back to BDC.

10. Investment Policy:

Treasurer Dolan stated this policy is dated back to 2015 and that we need to update the investment policy to related amount limits that we have to have in our accounts. We need to increase those amount limits.

Accounting Manager Wright proposed the following at the July Finance Committee meeting. "Proposed a change to the investment policy, right now it says not to exceed no more than 10% over FDIC amounts in our checking account and would like to change it to having \$375k in our accounts (5 banks), it would increase exposure but would level it out in all banks."

Accounting Manager Wright and Treasurer Dolan will meet and look at the document and get a draft together with the proposed changes which will be presented to the board.

11. Committee Reports:

Board Member Oliveria stated that Board Administration Ramirez has been reaching out to the Grant recipients and have been getting a report on the grant that they received. There was also a discussion at the committee that if we don't have grant funds to give out this year we have those that would normally apply to sign up for rounding up at the register.

12. Little Questions:

None currently.

13. Topics for Next Month:

- ERC

- Second Quarter Report
- Investment Policy
- Strategic Goals within Evaluation

14. Closing and Evaluation:

President Buc adjourned the meeting at 6:55 P.M.

Next Meeting **October 17, 2022**, via Zoom

Submitted by Erica Ramirez, Board Administrator