

**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, April 19, 2021, at 5:30 PM via Teleconference through Zoom.

BOARD DIRECTORS PRESENT: MaryLou Leonard (President), Steve Oliveria (Vice President), Leo Buc (Treasurer), Angie McChesney (Secretary), Larry Mayfield, Beth Salomone, and John Bailey

BOARD DIRECTORS ABSENT: None

STAFF PRESENT: Lori Rosenberg (General Manager)

GUESTS: None

President Leonard called the meeting to order at 5:30 P.M.

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

Board Member Salomone **MOVED to approve the agenda.** Seconded by Board Member Mayfield. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Mayfield, Robinson, Buc, Bailey, Leonard, Calvo Evans, McChesney, and Salomone

Absent: Board Members;
None

3. **Board Education:**

Board Member Salomone gave a verbal board education topic from a board book on being a board member.

4. **Election of Board of Directors Officers:**

Board Member Mayfield **MOVED to approve the seating and reseating of the following board members MaryLou Leonard (President), Leo Buc (Vice President), Angie McChesney (Secretary), John Bailey (Treasurer), Beth Salomone (Board Member), Larry Mafield (Board Member), Steve Oliveria (Board Member).** Seconded by Board Member Oliveria. **MOTION PASSED.**

Yes: Board Members;

Oliveria, Mayfield, Buc, Bailey, Leonard, McChesney, and Salomone

Absent: Board Members;
None

5. Board Committee Assignments:

The committee assignments are as follows;

Finance	SPRC	ORC	BDC
John Bailey (Chair)	John Bailey	Larry Mayfield	Beth Salomone
Beth Salomone	Leo Buc (Chair)	Steve Oliveria	Larry Mayfield (Chair)
Angie McChesney	Angie McChesney	MaryLou Leonard	Steve Oliveria
Farmer Loan	GMEC		
John Bailey (Chair)	MaryLou Leonard (Chair)		
Angie McChesney	Beth Salomone		
	Leo Buc		

Committee chairs will be discussed upon their first meetings and changes will be made accordingly.

Treasurer Bailey **MOVED to approve the committee assignments as listed above.** Seconded by Board Member Mayfield. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Mayfield, Buc, Bailey, Leonard, McChesney, and Salomone

Absent: Board Members;
None

6. 2021 Draft Operational Plan Approval:

GM Rosenberg stated that the draft operational plan was sent out and inquired if there were any questions or comments.

Treasurer Bailey inquired about the low webcart sales, GM Rosenberg stated that we are seeing more shoppers coming into the store than before. We have also expanded the webcart to seven days a week to see if that helps, it's not costing us anymore by increasing to seven days. All other Coops are seeing a drop in webcart sales.

Vice President Buc inquired about the webcart if hot food items will be available. GM Rosenberg stated that this will happen in the future but not right now.

President Leonard inquired about the collaboration with SPACE. GM Rosenberg stated that SPACE has solicited us a couple of years ago about collaboration with them on health, body awareness,

and teaching their students. Due to COVID, this is now just getting started and we don't have all the full details yet.

Vice President Buc stated that we should note that we had net negative membership last year in terms of shares and should be looking at that.

Board Member Salomone inquired about how the Operational Plan is linked into the General Managers Evaluation. President Lenoard stated that we look very closely at the objects on the plan for the evaluation. Last year we asked GM Rosenberg to develop some goals and then everything happened with COVID. GM Rosenberg stated that each year she writes a progress report on all of the action items to the General Manager Evaluation Committee and the board. Board Member Salomone stated that we should consider that the evaluation should have some of those items from the following years' operational plan goals. The timeline would need to be adjusted and in line with the evaluation and the operational plan, it would need to be pushed back later in the year. Vice President Buc stated that a committee should take this on a look at how this would work, maybe the General Manager Evaluation Committee should review this.

Board Member Mayfield **MOVED to approve the Operational Plan as presented.** Seconded by Vice President Buc. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Mayfield, Buc, Bailey, Leonard, McChesney, and Salomone

Absent: Board Members;
None

7. Discussion of board term length of outgoing board members which month March or April:

President Leonard stated that in the bylaws is it not very well stated as to when one term ends and one starts. Are current board members to stay until new members are seated until the April meeting or does it end on the previous month which would be March. Vice President stated that they should stay on until April due to the fact that they should vote in the new members and that we would also need a quorum. The first item on the April agenda would be the election and seating of new board members and once the outgoing board members vote the new members in then they are able to leave and that ends their term.

8. SPRC recommendation for a facilitator for strategic planning:

Vice President Buc stated that the committee has been working on two primary objectives, increasing staff engagement and a consultant for the Strategic Plan. As for staff engagement, we have had a sign up sheet up for about a month and we have about six to seven people signed up which is a good focus group. As for the consultant, we reached out to several different consultants and we conducted interviews with two of them and the committee is recommending Leap Solutions, consultant Scott Ormerod. He has sent us a proposal within our budget and within our timeline. At the next board meeting, we will have that timeline or the board.

Vice President Buc **MOVED to approve SPRC recommendation of contracting with Leap Solutions, Scott Ormerod as the Consultant for the 2021 Strategic Plan with the proposal at the next meeting.** Seconded by Board Member Mayfield. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Mayfield, Buc, Bailey, Leonard, McChesney, and Salomone

Absent: Board Members;
None

9. Wegner & Associates:

GM Rosenberg stated that Wegner & Associates completed the Annual review and that we have passed with flying colors. It has been offered that Wegner & Associates would attend the next board meeting as they can come and review the Annual review and answer any questions that the board may have. GM Rosenberg will reach out for a date from Wegner & Associates and will get back to the board.

10. Consent Agenda:

Board Member Salomone **MOVED to approve the consent agenda with corrections as discussed.** Seconded by Board Member Mayfield. **MOTION PASSED.**

Yes: Board Members;
Oliveria, Mayfield, Buc, Bailey, Leonard, McChesney, and Salomone

Absent: Board Members;
None

11. Little Questions:

Board Member Salomone inquired if everyone has been reducing their use of water.

President Leonard inquired about how many staff members have been vaccinated, GM Rosenberg stated that only 36% have been vaccinated.

12. Topics for Next Month:

- Board Education - Chris Jepson
- Wegner & Associates
- Strategic Planning Leap Solutions & Timeline – VP Buc
- Farmer Loan Committee Update - Bailey

13. Closing and Evaluation:

President Leonard adjourned the meeting at 6:52 P.M.

Next Meeting **May 17th, 2021** via Zoom

Submitted by Erica Ramirez, Board Administrator