

**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, December 18, 2023, at 5:05 PM at Ukiah Natural Foods.

BOARD DIRECTORS PRESENT: Leo Buc (President), Gideon Burdick (Vice President), Tim Dolan (Treasurer), Steve Groff, Larry Mayfield, Angie McChesney (Secretary), Thomas Chandler, Steve Turner and Christine Rodrigues

STAFF PRESENT: Lori Rosenberg (General Manager)

President Buc called the meeting to order at 5:33 P.M.

1. Introductions and Check-Ins:

2. Brief Announcements; Confirm Agenda:

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

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

3. Consent Agenda:

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

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

4. BDC Strategic Planning:

Board Member Rodrigues stated that Vice President Burdick, President Buc, and herself will take a look at the current strategic plan and will see what has been done and what progress certain stages are in. There will be a report on the findings and is open for input. The AdHoc Committee will be meeting on January 9th. It was stated that Leap Solutions will not be a part of this process at this time.

5. BDC - Board Recruiting:

Board Member Rodrigues stated that we have three board seats open, and we have two candidate applications who have applied and two existing board members who reapplied. One

candidate has been contacted and stated that they are still interested, and the other candidate is being contacted.

Board Elections:

GM Rosenberg stated that the candidates should be invited to a board meeting to observe a board meeting either January or February before the election period. This board meeting might be in person and the candidates will be asked to join. Board Member Rodrigues will get in contact with the two candidates.

GM Rosenberg reviewed the new electronic election process to the board through an online company, "Simply Voting" and how it works. They provide a secure and cost-effective solution for voting and many Co-op's use them for their board elections. There is a cost with changing the process of electronic voting. Costing will be given to the board once finalized.

6. By-Law Update:

GM Rosenberg stated that the draft was sent to the AdHoc committee and that questions have been sent back to the attorney for clarification. We have also asked for an executive summary of the by-laws and changes.

7. GM Report:

GM Rosenberg stated that they are excited about the new Deli Manager and that he is making headway with the kitchen. Sales for the month have been good, and we have had some really good hires as well. Staff were really happy with profit share/bonuses. Wage increases will be rolling out in January 2024.

8. Committee Reports:

Owner Relations - No updates.

Board Development - Covered in the above items.

Finance Committee - Treasurer Dolan did a quick overview of what was discussed at the meeting.

GMEC - None at this time

Farmer Loan - Board Member McChesney stated that the committee will have a meeting this month.

9. Little Questions:

Board Member Geoff inquired about NCG and its meaning.

Vice President Burdick inquired if the board was covered and if we have board insurance for the whole board of directors. The Co-op has board of director insurance.

There was a discussion on what questions should be asked of prospective board members.

10. Topics for Next Month:

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

11. Closing and Evaluation:

President Buc adjourned the meeting at 6:10 P.M.
The next Meeting is on **January 15, 2023**, In person
Submitted by Erica Ramirez, Board Administrator