

**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 19, 2022, at 5:03 PM at Ukiah Natural Foods.

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

STAFF PRESENT: Lori Rosenberg (General Manager), Anne Wright (Accounting Manager)

President Buc called the meeting to order at 5:03 P.M.

1. Introductions and Check-Ins:

2. Brief Announcements; Confirm Agenda:

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

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

3. Consent Agenda:

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

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

4. ERC Update:

Accounting Manager Wright stated that bonuses have already been approved, and we now need approval on grant donations and profit sharing amount. Historically, grant donations have averaged 2% of EBIT. For 2022, 2% of estimated EBIT rounds to \$22,500, and the amount given to staff for profit sharing has averaged 5% of estimated year-end EBIT (earnings before income tax). For 2022, 5% of EBIT would be \$56,000. The store operations estimate is a loss this year, the only thing that's giving us profit is the ERC we don't have yet. This is why the grant and profit-sharing amounts are so high due to the ERC amount of \$1.4M.

The following is what is being presented for approval, grant donations of \$22,500 and profit sharing of \$56,000, this is the proposal that's being presented to the board.

There was a discussion and questions on each of the amounts. Board Member Burdick proposed that we reduce grant donations from 2% (\$22,500) to 1% (\$11,250).

Board Member Mayfield **MOVED to approve grant donations from 2% (\$22,500) to 1% in the amount of \$11,250.** Seconded by Board Member Oliveria. **MOTION PASSED.**

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

President Buc **MOVED to approve profit sharing as presented in the amount of \$56,000 and to be extended to all staff who have been employed for 90 days.** Seconded by Vice President Leonard. **MOTION PASSED.**

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

No proposal at this time for the amounts of the 2022 patronage dividend, that is done after the fiscal (calendar) year is closed out and the numbers have been reviewed or audited by the accountants.

5. **GM Report**

GM Rosenberg stated that we have a new Deli Manager Jim Stewart and we are really excited to have him a part of the team. He has done quite a bit within the community and has run his own restaurant, and just has some great experience.

GM Rosenberg reported a brief overview of the findings from the wage analysis completed by the wage consultant. The consultants wage comparisons show that UNF pays in the 90% percentile of like jobs in the grocery industry.

6. **Committee Reports:**

Board Member Oliveria stated that ORC has been missing the Marketing Manager at our meetings, and more to come with outcomes from the meetings. One thing that was discussed is that each board member does a video for social media for board member recruitment/interaction with members.

Board Member Mayfield, BDC committee stated that Paula Gaska is a possible potential candidate to run for-the board.

Board Member Dolan stated that we discussed ERC, grants, and profit sharing already.

President Buc stated that GMEC has contracted with Leap Solutions to assist the board with the GM evaluation.

7. Little Questions:

Board Member Burdick inquired about the boxes in the conference center. GM stated that they are glass bottles for our cold press fresh juice program.

8. Topics for Next Month:

- None Presented

9. Closing and Evaluation:

President Buc adjourned the meeting at 6:20 P.M.

The next Meeting is on **January 16, 2022**

Submitted by Erica Ramirez, Board Administrator