



DNF Board Meeting
May 21st, 2025 5:30-7:45 pm
Rocky Mt Retreat Center

<u>Time</u>	<u>Subject</u>	<u>Facilitator</u>
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In Attendance:

Board: Wes (had to leave early at 6:20 P.M.), Sheryl, Tomas, Jackson, Lauren, Ryan, Danny

DNF Staff: Joe, Mads

Guests: none

5:30 I. Call to Order

Sheryl

DNF Board Mission Statement

The Durango Natural Foods Co-op board democratically and cooperatively serves as the voice of our member-owners, working together in accordance with the Bylaws and Policy Governance to ensure the present health of the Co-op, while honoring its past and envisioning its future as a food and community hub.

II. Membership Comments or Questions

Board

1. Comment about the veggies in the burrito (first weekend of farmers market). - Ryan
2. Comment about Simply crackers price going up - Sheryl
3. Cashier was unfamiliar with how to do a non-profit sale - Tomas

Joe noted they were aware of the particular issue and were working with staff to address it and do further training.

4. A member reached out and wanted to see the vote tallies.

Joe advised that the board not share that information but the policy/decision is set by the board.

Action Item:

Sheryl: Respond to Jimbo's question about voting totals with board policy and a 'no'

III. Minutes Approval from last meeting

Ryan L

Vote: Minutes approval

Motion (Sheryl)

Second (Daniel)

Approved unanimously

IV. Agenda Approval

Sheryl

Vote: Agenda approval

Motion (Ryan)

Second (Daniel)

Approved unanimously

V. New BOD's Orientation

A. Welcome/Introduction

Everyone introduced themselves

B. Conflict of Interest Forms

Documents were presented to the new board members. They each read it and signed it.

Lauren disclosed and discussed a potential conflict with her position as a rep for a company that may pursue sales at the CoOp. It was determined this should not be an issue however, we will monitor it if need be.

C. Board Calendar

Sheryl gave an overview of the board calendar and explained that it currently runs through October.

D. Committees

Wes gave an overview of the five committees. The board chairs also gave overviews of their roles and some committee specifics.

Sheryl gave an overview of the executive committee and its responsibilities regarding the role in GM contract.

E. BOD's Role vs. Operations

Sheryl gave an overview of this and the nuance involved with this difficult distinction.

F. Term Lengths

Sheryl noted that each of the board members will be serving a 3-year term.

Question: Tomas asked if there were term limits.
No

G. Officer Roles & Policy C5

Sheryl shared the roles and policy regarding C5. There was a discussion around which committees need new chair and/or members.

Roles needing filled: Treasurer, Secretary, Feasibility committee members, Finance Committee members, Finance Committee Chair

Vote: Vote all new board members in
Motion (Sheryl)
Second (Daniel)
Approved unanimously

Vote: Treasurer - Danny as Treasurer
Motion (Sheryl):
Second (Tomas):
Approved unanimously

Vote: Secretary - Ryan
Motion (Sheryl):
Second (Daniel)
Approved unanimously

Vote: Co-presidents (Sheryl, Wes)
Motion (Daniel):
Second (Tomas)
Approved unanimously

Updated Board Roles

Co-presidents: Sheryl, Wes
Treasurer: Danny
Secretary: Ryan

VII. Old Business

- | | |
|--|-----------|
| A. Joe to send contract to Hadley and Sheryl for Harvest Fest Event Planning
Ryan L to reach out to Kiki about last years contract - Done | Joe/RyanL |
| B. Exit Survey for Ryan & Hadley - Done | Sheryl |
| C. Danny to make contact with Lyndie - needs to be done | Danny |

D. Sheryl to reach out to Ryan E to set up finance committee meeting and SOP Sheryl

Done, and it was set up.

Action Items:

Sherly will review the contract from last year (Ryan sent it to her), update it, then send it to Joe to sign.

Danny: Reach out to Lyndie to discuss refinance and the loan.

Danny: Schedule the next finance committee. He will send the link to everyone so new board members will join.

VIII. New Business

A. May Board Message Ryan

Welcome board members, New officer roles, new positions, in-season produce maybe, community member(s) to serve on the Finance Committee

Action Item:

Ryan: Draft and send board message to everyone by 5/25

B. Road Diet Update Joe

Joe was in contact with Devin from the City, noting the truckers will be able to make getting into the store work during construction but also noted the CoOp wants to be involved.

Road Diet project links for new board members

1. City: <https://engage.durangoco.gov/college-and-8th-traffic-calming>
2. DurangoHerald: <https://www.durangoherald.com/articles/road-diet-planned-for-college-drive-and-east-eighth-avenue-in-durango/>

7:05 IX. Committee Updates (Skipped for time)

A. Governance Wes

B. Executive Sheryl

C. Finance

D. Feasibility Danny

E. Special Events Committee

Ryan L

F. [Review Action Item Tracker](#)

Danny

7:20 X. GM report/questions, comments

Board

A. B1- Financial Condition and Activities

Questions

Danny: Can you explain the high level of cash in the main checking account?

Joe:

Danny: asked about the 'delivery fridge deposit' line item.

Joe: This is the Straus milk bottles and its display in this format is an accounting error he is trying to resolve.

Danny: Why are the current receivables for the Double Up Food Bucks negative?

Joe: This has to do with how the payments are processed now.

Danny: Spoke to potential risks of the CoOp covering the costs of the Double Up Food Bucks Program and that program disappearing.

Joe: Ensured Danny he is monitoring these payments

Danny: Asked about the Fresh to Flourish program.

Joe noted this amount will go down significantly once the payment comes in. This is a smaller, more local program and should not be a concern.

Danny: Asked about the balloon payment and the actual balance of that in preparation from his conversations with Lyndie.

Joe: This is split between current and long-term.

7:35 XI. Policy Governance

Board

B. C5- Officer Roles

Vote: Compliance with C5

Motion (Daniel):

Second (Sheryl)

Approved unanimously

C. B1 - Financial Condition and Activities

The board decided to postpone a vote on B1 so new board members could review further.

Action Item:

Wes: Add B1 approval to the June board meeting.

7:45 XII. Meeting Adjourn

Sheryl: 7:45 P.M.

Policy Type: Executive Limitations
Policy Title: B1 – Financial Condition and Activities
Last revised: July 19, 2023

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.

The GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in ownership and owner paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's loans.
7. Allow late payment of contracts, payroll, loans or other financial obligations.
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
9. Acquire, encumber or dispose of real estate without Board approval.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).
13. Transact capital expenditures greater than \$10,000.00 per month without approval of the Board and fail to disclose said capital expenditures.
14. Fall out of good NCG membership standing nor fall out of line with any applicable national NCG purchasing contract requirements.

Policy Type: Board Process
Policy Title: C5 – Officers' Roles
Last Revised: October 12, 2015

We will elect officers in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the GM.
2. Officers may delegate their authority but remain accountable for its use.

3. The president ensures the Board acts consistently with Board policies.
 - a. The president is authorized to make decisions that are consistent with Board Process and Board-Management Relationship policies in order to facilitate the Board's functioning.
 - b. The president will chair and set the agenda for Board meetings.
 - c. The president plans for leadership (officer) perpetuation.
 - d. The president may represent the Board to outside parties.
 - e. The president will preside over the annual meeting of member/owners.
4. The vice-president will perform the duties of the president in her/his absence.
5. The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.
 - a. In addition, the treasurer will facilitate the Board's understanding of the financial condition of the Cooperative.
6. The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained.
 - a. In addition, the secretary is responsible for preparing the Board minutes, either personally or through delegation to another Board member. After meetings, the Secretary shall perform or oversee the editing of the minutes.