



DNF Board Meeting  
 April 17, 2024 5:30-7:45pm  
 Rocky Mt Retreat Center

Attendance:

Board Members: Ryan Lazo, Ryan Erickson, Hadley Bevill, Sheryl McGourty, Kate Randall, Wes Medlock; General Manager: Joe Zwieback; Employees: Madison Root; Member Owners: None.

Time	Subject	Facilitator
<b>5:30</b>	<b>I. Call to Order</b>	
	A. Check-In Question	Sheryl
	B. DNF Ends Statement	Board
<b>5:45</b>	<b>II. Membership Comments or Questions</b>	Board
	● <b>Issues Raised: None</b>	
	● <b>Action Taken: None</b>	
	● <b>Action Required: None</b>	
	<b>III. Minutes Approval from last meeting</b>	Hadley
	● Hadley made a motion to approve the March minutes, Sheryl seconded, motion carried.	
	● <b>Issues Raised: None</b>	
	● <b>Action Taken: None</b>	
	● <b>Action Required: None</b>	
	<b>IV. Agenda Approval</b>	Sheryl
	● Wes made a motion to approve the agenda, Sheryl seconded, motion carried.	
	● <b>Issues Raised: None</b>	
	● <b>Action Taken: None</b>	
	● <b>Action Required: None</b>	
<b>5:55</b>	<b>V. Old Business</b>	
	A. Wes set up a Governance Committee meeting to discuss member comments Tuesday, March 26 (policy B8 for further discussion)	Wes
	● <b>Issues Raised:</b>	
	○ Policy B8 was not discussed at the meeting. After the bylaws are complete we will revisit this policy.	
	● <b>Action Taken: Done</b>	
	● <b>Action Required: None</b>	
	B. Committee members will respond to each member that took the time to reach out to the board about the bylaws update	Wes
	● <b>Issues Raised: None</b>	
	● <b>Action Taken: Done</b>	
	○ Wes responded to Robert but not the remaining members who commented.	
	● <b>Action Required:</b>	

- Ryan L. will send an email to the remaining.
- C. Joe to email Macky Reid (Bryan R) to establish a deadline for this reserve fund project Joe
  - **Issues Raised: None**
  - **Action Taken:**
    - Joe: Talked to him. He is looking to come to Durango for the July meeting. Reserve account- he said more of an accounting process. We do not need to set up a separate physical account.
  - **Action Required:**
    - Add to New Business: Discuss what/when/where we talk to Bryan in July.

## 6:05 VI. Committee Updates

- A. Governance Wes
  - **Issues Raised: None**
  - **Action Taken: None**
  - **Action Required: None**
- B. Executive Sheryl
  - **Issues Raised: None**
  - **Action Taken:**
    - Completed Joe's evaluation and agreed to his new contract and raise.
  - **Action Required:**
    - Hadley to update the notes and dates on the GM evaluation.
    - Wes to upload signed contract.
    - Wes & Sheryl to create and send to BOD template for succession plan (Google forms)
- C. Finance Kate
  - **Issues Raised:**
    - Kate: Joe asked me in the past to run the finance meeting in May. I will no longer be on the BOD, but have been working on dates. Possible dates: 5/9, 5/10, 5/13
    - Sheryl: When Kate steps down, Ryan E for chair?
  - **Action Taken: None**
  - **Action Required:**
    - Kate to send email to schedule next meeting Thursday, May 9.
- D. Feasibility (feasibility chair?) Board
  - **Issues Raised:**
    - We also need a feasibility chair (Ryan L).
  - **Action Taken: None**
  - **Action Required: None**
- E. Special Events Committee Hadley
  - **Issues Raised: None**
  - **Action Taken: None**
  - **Action Required:**
    - Hadley to send email to special events committee to set up a meeting for events in the future (wait for new BOD). Brainstorm ideas for future events/ tabling, email Ryan W. about future events and BOD involvement.

## 6:25 IX. New Business

- 2024 Board Elections/lack of candidates/ board responsibility/ new board directors training Sheryl
  - a. **Issues Raised:**

- i. Sheryl: BOD dropped the ball on reaching out to people to run and the people who did not get elected the previous year.
    - ii. Mads: Create a blurb to give people about what it is like working on the BOD.
    - iii. Wes: Add to application next year to the question “What do you hope to accomplish in on the BOD in the next 3-5 years?” - something about how the BOD does not deal with operations. Add a FAQ to what it is like being on the BOD. Highly encourage them to attend at least one meeting before running or talk to a BOD member.
  - b. Action Taken: None**
  - c. Action Required:**
    - i. Add to calendar in January - BOD to initiate recruiting new BOD members for the following election.
- By-Laws review by law group Ryan E
  - a. Issues Raised: None**
  - b. Action Taken:**
    - i. Ryan E: They are in review. Get them Friday at the latest. We get a half an hour with them for questions after review by the BOD. We are on track and on budget. Send feedback via email and then Ryan E. to communicate with the lawyer.
    - ii. Wes: What does that look like for Ryan W’s job ?
    - iii. Mads: I would not do it immediately after the election. June/July feels reasonable to start the bylaws vote.
    - iv. Joe: I like Co-op month (October) and make a whole event out of it.
    - v. Wes: Let’s proceed once we get the bylaws back and vote on 2-3 options.
  - c. Action Required:**
    - i. Ryan E. to send BOD lawyer reviewed bylaws.
    - ii. BOD member to review bylaws and email Ryan E. with feedback by Wednesday 4/24.
    - iii. Wes and Ryan E. to determine a meeting with the lawyer.
- Cody/Kate board term ending | acknowledgment/gift, revisit incentive Sheryl  
for finishing board terms | exit interview?
  - a. Issues Raised:**
    - i. Agreed upon: Shoutout on social media, shoutout in the newsletter. DNF gift card to Cody for \$500. DNF gift card to Kate for \$200.
    - ii. Sheryl: Exit survey/ interview/ form would be helpful to gather information about satisfaction and expectations. How do we make the BOD job more fulfilling for people?
  - b. Action Taken: None**
  - c. Action Required:**
    - i. Sheryl to collect gift cards & cards for Cody & Kate.
    - ii. Mads will ask Ryan W. to post a shoutout about Cody & Kate on social media and in the newsletter (5/1).
    - iii. Ryan L. to create an exit/ eval form and send to BOD members.
- Columinate Sheryl
  - a. Issues Raised:**
    - i. Sheryl: Feel uncomfortable with how often I am using Ben (when we had hours left). Would love to keep Ben and Columinate. To join for the basic membership it is about \$5,425. Either we do not enroll and we use Ben case by case with a rate or we re-enroll.
    - ii. Wes: We do have \$2,500 in our BOD for consulting.
    - iii. Sheryl: I will ask Ben for his rate again.
  - b. Action Taken: None**
  - c. Action Required: None**
- Board Message Ryan L
  - a. Issues Raised:**
    - i. Topics for Ryan L.: Thank people for voting, completion of the democratic process, Cody & Kate leaving, bylaws, 50th anniversary harvest fest, season.
  - b. Action Taken: None**



- Sheryl made a motion that we are in compliance with Policy B3, Kate seconded, motion carried.

- **Action Required: None**

B. Policy D3 (Delegation to GM)

Board

- **Issues Raised: None**
- **Action Taken: None**
- **Action Required:**
  - Move to new business to suggest changes.

**7:45 XI. Adjourn**

- Hadley made a motion to adjourn the meeting, Ryan L. seconded, motion carried.

Policy Type: Executive Limitations  
Policy Title: B3 – Asset Protection  
Last revised: September 28, 2015

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*The General Manager must not allow assets to be unprotected, unreasonably risked, or inadequately maintained.*

The GM must not:

1. Allow equipment and facilities to be inadequately insured, or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
2. Allow unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. Allow deposits or investments to be unreasonably risked.
4. Allow inadequate security of premises and property.
5. Allow data, intellectual property, or files to be unprotected from loss, theft or significant damage.
  - a. Allow improper usage of members' and customers' personal information.
6. Allow purchasing that is uncontrolled or subject to conflicts of interest.

7. Allow lack of due diligence in contracts.
8. Allow damage to the coop's goodwill, its public image, its credibility, or its ability to accomplish Ends.

Policy Type: Board-Management Relationship

Policy Title: D3 – Delegation to the GM

Last Revised: October 26, 2015

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*The Board delegates authority to the GM through written Ends and Executive Limitations policies.*

1. As long as the GM uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the GM is authorized to establish all further policies, practices and plans for the cooperative.
2. The Board will respect and accept the GM's choices as long as those choices are based on reasonable interpretations of Board policies.
3. If the Board changes an Ends or Executive Limitations policy, the change only applies in the future.