



DNF Board Meeting
March 18 5:30-7:45 pm
Rocky Mt Retreat Center

Time	Subject	Facilitator
5:30	<p>I. Call to Order</p> <p>II. Check-in Question</p> <p>DNF Mission Statement Durango Natural Foods is a cooperatively owned grocery, providing our community with quality local, natural and organic foods and products at a reasonable cost. We are committed to offering excellent customer service and education, while upholding the cooperative principles.</p> <p>Cooperative Principles</p> <ul style="list-style-type: none"> • Voluntary and open membership • Democratic member control • Member economic participation • Autonomy and independence • Education, training, and information • Cooperation among cooperatives • Concern for the community 	<p>Sheryl</p> <p>Sheryl</p>
	<p>II. Membership Comments or Questions</p> <p>Issues Raised: Comment in Google Review that “our produce isn’t any good” for the price.</p> <p>Action Taken: No action taken, but we are always doing our best to keep prices low and we are keeping our eyes on competitors.</p> <p>Action Required:</p>	<p>Board</p>
	<p>III. Minutes Approval from last meeting</p> <p>Issues Raised:.</p> <p>Action Taken: Wes made a motion to approve, Sheryl seconded, passed unanimously</p> <p>Action Required:</p>	<p>Ryan L</p>
	<p>IV. Agenda Approval</p>	<p>Sheryl</p>

Issues Raised:

Action Taken: Wes made a motion to approve, Sheryl seconded, passed unanimously.

Action Required:

6:10 VI. Old Business

- A. Danny to confirm all board members have completed the COI via the digital signature software. Danny

Issues Raised:

Action Taken: Danny shared links with Sheryl for last two signature that need signed

Action Required:

- B. Sheryl will keep the GM evaluation process on track Sheryl

Issues Raised:

Action Taken: Sheryl has been working through this and has been keeping it on track

Action Required: Host dinner with Joe following his performance review being provided

- C. Ryan to set up a Special events committee to discuss potential ideas for events including the 2026 Harvest Festival. Ryan will set up a meeting with Tomas, too, to begin planning for an Earth Day neighborhood cleanup event. Ryan

Issues Raised:

Action Taken: Ryan said he wanted to try and meet this next week of the 23rd. Ryan to send something out.

Action Required: Ryan to send out some date options

- D. Wes to add review of Policy B1 language (clarifying GM authority versus Board-driven outcomes) to the next Governance Committee meeting agenda and to consider Governance Committee succession planning. Wes

Issues Raised:

Action Taken:

Action Required:

- E. Jackson to send an email outlining proposal development roles and how Board members Jackson can participate; interested Board members to respond to Jackson if they would like to contribute.

Issues Raised:

Action Taken:

Action Required:

- F. Ryan to update a Board Message rotation calendar so the sequence is clear going forward (listed in the wrong months?)

Ryan

Issues Raised:

Action Taken:

Action Required: Ryan to make a few more updates.

6:30 VII. GM report/questions, comments

Joe/Board

Issues Raised: Front door is broken - quote of 11,000 for a new one. The gap in the door is a bit too small for the door, so we need contractors to get it sized right before install, but it's difficult to coordinate all of this. Bathroom renovation is starting soon. We noted the Payroll Department's response(s) to our leaving their services. Otherwise, we reviewed the remainder of the report and no major issues or actions were raised. We also discussed the potential use of electronic price tags.

Action Taken:

Action Required:

6:45 XI. Policy Governance

Policy B8:Emergency GM Succession

Issues Raised:

Action Taken: Sheryl motioned Wes seconded to say we are in compliance. Passed Unanimously.

Action Required:

Policy C6: Board Committee Principles

Issues Raised: Jackson raised the issue that there is an overbound clause within this policy "Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes." - this is too restrictive, as committee chairs should be able to speak for the board (being board members themselves).

Action Taken: Lauren motioned and Wes seconded that we are in compliance with this policy. Passed Unanimously.

Action Required:

6:55 VI. New Business

- A. Board Message

Danny

Issues Raised:

Action Taken:

Action Required: Danny is going to write the Board Message and the theme. Ideas: Give an update/reminder on the elections - 5 applications - there will be tabling in the store for potential members, pick a cooperative principle and speak to it (on the mission statement), spring, etc.

B. Danny to give Strategic Planner Tracker Update

Danny

Issues Raised:

Action Taken: No update.

Action Required: Danny to provide next month

C. Board Elections

Issues Raised: 5 applicants so far, including incumbent (Ryan). Board members will have the opportunity to table.

Action Taken:

Action Required: We are going to invite potential board members to the next board meeting and also schedule our own board tabling.

D. Discuss Officer Roles

Issues Raised: Wes is leaving :(and we discussed the importance of understanding the expectations of whoever chooses to run for co-president and listed three important factors: 1) Policy/Bylaws Fluency; 2) Continuity (should run for another term); 3) Presence/culture building

Action Taken:

Action Required: Build these three things into our orientation discussion for new members. **Next month, we need to talk about orientation.**

E. Lauren's contact for consultation

Lauren

Issues Raised:

Action Taken: Lauren met with Valentina Casanova and she is a market research analyst and she expressed interest in consulting for DNF for building a Pro Forma for any potential business ventures.

Action Required:

7:20 VI. Committee Updates

A. Governance

Wes

Issues Raised:

Action Taken:

Action Required: Wes is going to set a meeting with whatever interested party to understand the governance committee and its processes.

B. Executive

Sheryl

Issues Raised:

Action Taken: Board is done with our end of the eval, GM revisiting his eval. Once provided, we will have our dinner.

Action Required:

C. Finance

Danny

Issues Raised:

Action Taken:

Action Required: Danny to send out a quarterly review meeting that has a consistent schedule. Also to reach out to external resources.

D. Feasibility

Jackson

Issues Raised: Jackson sent out an email about which roles are needed for analyzing the Joe's Juice Bar

Action Taken:

Action Required: We need feedback from individuals interested in being part of the Feasibility committee on which role they would like to take on. Analysis of Juice Bar/local business coming.

E. Special Events Committee

Ryan L

Issues Raised: Ryan not present at the meeting, updates next month.

Action Taken:

Action Required:

7:45 XII. Meeting Adjourn

Lauren motion to adjourn and Wes seconded. Passed unanimously.

Policy Type: Executive Limitations

Policy Title: B8 – Emergency GM Succession

Last revised: September 28, 2015

To protect the Board from sudden loss of GM services, the GM must not have less than one other manager sufficiently familiar with Board and GM issues and processes to enable her/him to take over with reasonable proficiency as an interim successor.

Policy Type: Board Process

Policy Title: C6 – Board Committee Principles

Last Revised: October 12, 2015

We will use Board committees only to help us accomplish our job.

1. Committees will reinforce and support Board holism.
 - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
 - b. The Board may form Board committees either as a standing committee or for a particular purpose; committees formed for a particular purpose will later be dissolved. Standing committees may include: Member/Owner Relations, Policy Development, Finance, and Nominations and Elections.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - a. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.
4. The Board appoints committee chairs. Only Board members may be chairpersons. Board members may serve on any Board committees of their choosing. Other member/owners may serve on Board committees only with the consent of committee members, unless otherwise stated in the committee charter.