



**DNF Board Meeting**  
**Jan 21, 2026 5:30-7:45 pm**  
**Rocky Mt Retreat Center**

<b>Time</b>	<b>Subject</b>	<b>Facilitator</b>
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<b>5:30</b>	<b>I. Call to Order</b>	Sheryl
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	<b>II. Check-in Question</b>	Sheryl
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**DNF Board of Directors**  
**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.

<b>II. Membership Comments or Questions</b>		Board
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**Issues Raised:**

- A member reported finding moths (and/or evidence of insects) in a bulk product and noted this has happened more than once.
- Joe confirmed moths in bulk items are an ongoing challenge and can arrive in vendor packaging (e.g., larvae present but not visible at receiving). Joe noted this is a common issue across co-ops and difficult to fully eliminate once introduced.
- Joe described ongoing mitigation steps, including increased cleaning and equipment intended to reduce moth activity (e.g., trapping/zapping) and, for certain higher-risk products, using freezing upon receipt to kill larvae.
- Board discussion acknowledged the operational and financial impact (product loss and disposal) and the limits of what the Co-op can control when contamination originates upstream.
- Joe noted the Co-op works with distributors on credits when it can be confirmed the issue came from the vendor, but tracing source can be difficult due to

cross-contamination risk.

- A member raised an additional concern about the front entrance ramp/concrete seam creating a trip hazard and interfering with carts (items falling out due to the bump). The board discussed whether accessibility-related grant funding could be a potential avenue for repair.

**Action Taken:**

None.

**Action Required:**

- Joe to add the front entrance ramp/concrete repair need to the capital/wish list for tracking and future planning.

**III. Minutes Approval from last meeting**

Ryan

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Motion: Ryan

Second: Wes

Approved unanimous

**IV. Agenda Approval**

Sheryl

**Issues Raised:**

- Wes noted the agenda needed to be amended to include a New Business discussion item for 2026 board elections (including election planning and the number of open seats).
- The board briefly discussed a discrepancy in the agenda/board-message rotation calendar (a prior rotation entry appeared outdated), with a plan to address it during the board message/new business portion of the meeting.

**Action Taken:**

- Motion (Wes) to approve the agenda with the addition of a New Business item for 2026 board elections.
- Second (Lauren).
- Approved unanimously.

**Action Required:** None.

**5:50 V. Google Access Troubleshooting with Laptops**  
Board/Joe

**Issues Raised:**

- The board attempted to resolve access issues with the Board Google account (email/Drive) during the meeting.
- Access remained inconsistent: some members could log in, others continued to receive sign-in errors.
- The group explored workarounds (incognito login, delegation, forwarding) and confirmed delegation is restricted by Google Workspace/admin settings.
- The board noted it does not have admin-level control to fully fix the issue during the meeting.

**Action Taken:**

None.

**Action Required:**

None.

ChatGPT can make mistakes. Chec

**6:10 VI. Old Business**

- A. Danny will circulate the finalized COI form to the full board via signature software Danny/Sheryl to connect with Danny regarding the status of the document.

**Issues Raised:**

- The board revisited the outstanding conflict of interest (COI) form distribution.
- Danny confirmed the form has not yet been circulated and clarified he can send it digitally rather than waiting for a hard-copy process.

**Action Taken:**

None.

**Action Required:**

Danny to circulate the finalized COI form to the full board via signature software for completion.

- B. Board members to review updated feasibility charter and provide feedback before the December board retreat.  
Jackson

Skipped, not meant to be on the agenda.

- C. Joe to forward his email thread and/or documented conversation with Lily to the board  
for reference. Joe

**JIssues Raised:**

- The board noted the request for Joe to share the email thread and/or documentation of his communications with Lily regarding the City's signage commitments, so board members have shared context.

**Action Taken:**

None.

**Action Required:**

- Joe to forward the email thread and/or documented conversation with Lily to the board for reference.
- D. Danny to provide an update on the Strategic Plan Tracker at the next board meeting      Danny

**Issues Raised:**

- The board noted Danny's planned update on the Strategic Plan Tracker and agreed to defer the update to allow time for a fuller discussion at a future meeting.

**Action Taken:**

- The board deferred the Strategic Plan Tracker update to the February board meeting.

**Action Required:**

- Wes to add the Strategic Plan Tracker update to the February board meeting agenda.
- E. Jacob review the Wix accessibility scanner once the new website is closer to launch      Joe/Jacob

**VI. Old Business – Wix accessibility scanner review (Joe/Jacob)****Issues Raised:**

- The board revisited the plan for Jacob to use the Wix accessibility scanner once the new website is closer to launch.
- Mads noted the goal is to have something live by Q2.

**Action Taken:**

- None.

**Action Required:**

- Joe and Jacob to review the Wix accessibility scanner once the new website is closer to launch.

F. Sheryl to share a KSUT contact with Joe  
Sheryl

**Issues Raised:**

- Sheryl provided a KSUT contact to Joe for potential outreach/advertising options.

**Action Taken:**

- None.

**Action Required:**

- None.

**Committee old business (to be discussed during committee updates)**

- Sheryl to reach out to Executive Committee members to schedule a meeting for the GM review.
- Ryan to develop and share initial ideas for potential special events aligned with the Co-op's mission.
- Danny to provide a Finance update at the next board meeting.
- Jackson to convene the feasibility committee.
- Wes to present a proposed process for Governance policy review and revision at the January 2026 meeting.

**Issues Raised:**

- Joe shared a brief "state of the Co-op," noting ongoing operational strain from frequent equipment and facility troubleshooting and the cumulative impact on staff time and resources.
- The Board discussed the front entry door malfunction and extended repair timeline. Joe explained the vendor has repeatedly returned with incorrect parts/sensors and the door is operating inconsistently, creating customer access and heating/energy concerns. Joe noted they are exploring a full replacement option but constraints include door size and retrofit requirements; a quote is pending.
- Staffing updates were discussed. Joe noted a key staff transition and reported management interviewed an internal candidate for an assistant manager role

and planned to move forward with an offer.

- The Board reviewed the “wish list/project list” included in Joe’s materials and discussed the value of turning it into a clearer priority list (what is urgent vs. deferrable) given multiple competing needs (door, refrigeration, phones/internet, etc.).
- Refrigeration replacement planning was discussed, including cost and operational disruption. Joe and Mads described that several replacement options require electrical work (e.g., 220V), potential drainage, and electrician confirmation on circuits/load. They also noted that larger replacements could require substantial downtime and may affect store operations more than smaller plug-and-play units. A Board member offered to share an electrician recommendation.
- Internet/phone transition planning was discussed at a high level as an in-progress project, including the operational lift of re-running lines and the hope that improved service may reduce credit card processing latency (with uncertainty about root cause).
- Joe noted inventory timing: inventory was completed later than planned (completed on January 13, 2026) due to a last-minute scheduling disruption.
- The Board discussed the usefulness of the preliminary budget versus waiting for the full annual budget in February. Members questioned whether the preliminary version adds value relative to the staff time required, particularly when key inputs (e.g., year-end numbers) are still estimates. The discussion trended toward discontinuing the preliminary budget and consolidating financial governance review into February.

**Action Taken:**

- None.

**Action Required:**

- Ryan to remove the preliminary budget item from the Board calendar and shift Policy B2 budget review to February.
- Joe/Mads to include clearer multi-year summary context (trend/history view) in the February financial packet (B1/B2), consistent with the discussion.

**6:45 XI. Policy Governance**

**Issues Raised:**

- The Board discussed payroll strategy and compensation structure. Wes asked whether anticipated pay increases would apply only to managers; Joe confirmed the current focus is on managers and shared that management is exploring additional salaried positions for key roles.

- The Board revisited the preliminary budget approach discussed earlier in the meeting, including how year-end estimates can shift once final fourth-quarter numbers are available, and whether producing a preliminary version is an efficient use of staff time given the February annual budget.
- Joe noted basket size is increasing and identified it as a meaningful growth lever in the current space constraints.
- Jackson asked for current staffing levels in FTE terms; Joe estimated the Co-op is approximately 40–42 FTE. Jackson also asked what portion of FTE is attributable to part-time staff; Joe noted he did not have that percentage available in the moment but expects improved payroll reporting to make that easier to answer going forward.
- Daniel requested additional historical context in the budget summary (e.g., a multi-year view such as five years) to better assess trends rather than relying on a single-year comparison.
- The Board discussed the “multi-year budgets and plans” language in Policy B2. Daniel shared that a lightweight multi-year forecast (built on assumptions) could be useful for anticipating known cost pressures (e.g., potential healthcare cost shifts, minimum wage changes). Joe and others noted the practical constraints of producing multi-year budgets given time and capacity, and suggested deferring deeper work until more complete information is available.

**Action Taken:**

- Motion (Wes) to find the Co-op in compliance with Policy B2. Second (Jackson). Approved (unanimous).

**Action Required:**

- None.

**Issues Raised:**

- The Board discussed the intent of Policy C7, including expectations related to Board development, training, and orientation for new directors.
- Wes raised concern that the Board did not complete a formal orientation for the new directors, despite attempts to schedule one, and noted this limited the Board’s investment in governance capacity as contemplated by the policy.
- The Board discussed practical barriers to scheduling orientation (availability across multiple new directors) and agreed the issue was not due to lack of effort, but that the policy expectation was still not met.
- The Board discussed potential improvements for future elections/onboarding, including incorporating clearer orientation expectations into the board application process (e.g., commitment/availability window) and ensuring orientation occurs before the first meeting of seated directors.

**Action Taken:**

- Motion (Wes) to find the Board out of compliance with Policy C7 due to the lack of a completed board orientation. Second (Danny). Approved (unanimous).

**Action Required:**

- None.

## A. Board Message

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### **Issues Raised:**

- The Board noted the Board Message rotation tracking/calendar was outdated, making it unclear who was “up” next (including incorrect names/sequence).
- The Board discussed possible themes/content for the message, including reinforcing Co-op values/principles and encouraging member participation in Board elections.
- Sheryl confirmed she will draft the upcoming Board Message.

### **Action Taken:**

- None.

### **Action Required:**

- Ryan to create/update a Board Message rotation calendar so the sequence is clear going forward.

## B. Board Elections

### **Issues Raised:**

- The Board discussed the upcoming Board election cycle and confirmed:
  - Wes will not run for re-election.
  - Ryan plans to run again.
  - Two seats are anticipated to be open for the February 2026 election cycle.
- The Board discussed whether to expand the Board from seven seats to nine. Discussion included potential benefits (more committee capacity and spreading workload) and drawbacks (longer meetings, added coordination burden, and maintaining Board culture/cohesion).
- The Board determined there was not sufficient support to bring expansion to nine seats to a vote and agreed not to pursue expansion at this time.

### **Action Taken:**

- The Board agreed not to expand to nine seats (insufficient support to bring to a vote).

### **Action Required:**

- None.

## 7:20 VI. Committee Updates

### Issues Raised:

- Due to time constraints, the Board did not provide verbal committee updates during the meeting and agreed updates would be shared via email.

### Action Taken:

- None.

### Action Required:

- Ryan to create a shared document for committee updates to streamline reporting outside of meetings.

A. Governance	Wes
B. Executive	Sheryl
C. Finance	Danny
D. Feasibility	Jackson
E. Special Events Committee	Ryan

## 7:45 XII. Meeting Adjourn

Policy Type: Executive Limitations  
 Policy Title: B2 –Planning and Financial Budgeting  
 Last revised: September 28, 2015

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*The General Manager must not operate without annual and multi-year budgets and plans that address intentional and improved Ends accomplishment along with avoidance of fiscal jeopardy.*

The GM must not:

1. Create plans or budgets that
  - a. Risk incurring those situations or conditions described as unacceptable in the Board policy “Financial Condition and Activities.”
  - b. Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
  - c. Do not address excellence in business systems and operations.
  - d. Have not been demonstrated to be feasible.
2. Provide less for Board prerogatives during the year than is set forth in the board budget.

Policy Type: Executive Limitations  
Policy Title: B7 – Communication and Support to the Board  
Last Revised: September 28, 2015

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*The General Manager must not cause or allow the Board to be uninformed or unsupported in its work.*

The GM must not

1. Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy.
2. Report in an untimely manner any actual or anticipated noncompliance with any Board policy, along with a plan for reaching compliance and a proposed schedule regarding follow-up reporting.
3. Allow the Board to be unaware of relevant legal actions, media coverage, trends, public events of the Cooperative, or internal and external changes.
4. Withhold his/her opinion if the GM believes the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the GM.
5. Deal with the Board in a way that favors or privileges certain directors over others except when responding to officers or committees duly charged by the Board.
6. Fail to supply for the Board's consent agenda all decisions delegated to the GM yet required by law, regulation, or contract to be Board-approved.
7. Provide the Board with insufficient staff administration to support governance activities and Board communication.
8. Allow insufficient archiving of board documents.

Policy Type: Board Process  
Policy Title: C7 – Governance Investment  
Last Revised: October 26, 2015

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*We will invest in the Board's governance capacity: The Board will continually improve its ability to govern by providing adequate resources for training, monitoring, and relations with member/owners. Costs will be prudently incurred but not so restrictive as to hinder Board development or functioning.*

1. We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.
2. We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
  - a. We will use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing directors' skills and understanding.
  - b. We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.

- c. We will use outreach mechanisms as needed to ensure our ability to listen to owner viewpoints and values.
  - d. We will use professional and administrative support.
- 3. We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than the November Board Meeting.
- 4. Board members should be recognized for the value of their volunteer service to the Board and the Cooperative. Accordingly, all members of the Board of Directors, elected or appointed, shall be compensated with a discount on purchases from the Cooperative equal to the staff discount. Board members will receive no other compensation.