



Regular Board Meeting  
December 18<sup>th</sup> 2019, 5:00 – 7:00pm  
Durango Public Library

## **Minutes**

**In attendance:** Board Members: Cody Reinheimer, David Konikowski, Cathy Cowles, Kelly Rogers, Rachel Bennet, Weston Medlock; General Manager: Joe Zwiebach Member-Owners and Staff: Brian Gaddy, Mads Root, Don Lewis

### **I. Call to Order** at 5:05

- Check In

### **II. Membership Comments or Questions**

- Don expressed that the store looks great, and it's exciting there is a new cooler in the produce section.

### **III. Minutes Approval from last meeting**

- Cody moved to approve the Minutes from the November Board Meeting, Wes seconded. Motion carried.

### **IV. Agenda Approval**

- We added to the agenda item IX.A, 2020 Board Budget.

### **V. GM Update**

- i. Issues Raised:
  - a. The Board discussed the GM Report and Equity Report, which Joe had prepared ahead of time and the Board had reviewed before the meeting.
  - b. The Free Turkey promotion didn't happen because the coupons never arrived from NCG.
  - c. October was a good month for sales. November was down.
  - d. To date, approximately 265 Member-Owners have completed the survey – we would like to have more.
- ii. Action Taken: none
- iii. Action Required: none
- iv. Attachments: none

### **VI. Committee Updates**

- i. Issues Raised:
  - a. We are still building our Board Committees, which are key to implementing our Strategic Plan. Current Committees include:
    - i. Executive (board officers)
    - ii. Finance (Rachel is Chair, see below for members)
    - iii. Governance (David is Chair, Cathy is a member)
    - iv. Feasibility (see below for members)
    - v. Annual Meeting Planning (ad hoc. Cody is Chair, see below for new members)

- b. Finance Committee: Current members include Rachel, Jamie Matthews, Alyssa Murray, Tim Wheeler. Potential Members include: Carolyn Muller and Ron Margolis. Joe, as General Manager, and Don Lewis will serve on the Finance Committee.
- ii. Action Taken: Kelly Rogers and Wes Medlock joined the ad hoc Annual Meeting Planning Committee. Don Lewis and Joe Z will serve on the Feasibility Committee.
- iii. Action Required: Committees will begin to draft Charters
- iv. Attachments: none

## **VII. Old Business**

### **A. Follow up on Action Items from November Minutes**

- i. Issues Raised: we reviewed action items for the November Board Meeting minutes to check in on progress
- ii. Action Taken: none
- iii. Action Required: none
- iv. Attachments: none

## **VIII. Policy Governance Review**

### **A. Review Policy B2, Planning and Budgeting**

- i. Issues Raised:
  - a. Joe presented the first draft of a 2020 operating budget. It is an ambitious and goal-oriented budget, based on sales increasing significantly. DNF has been operating at the \$2 million level fairly consistently for the past 8 years, and this is not a sustainable level. There are many avenues for promoting this growth, and a few obstacles.
  - b. Joe acknowledged that this winter will be educational for him.
- ii. Action Taken: Cathy moved to accept Joe's B2 Report and request that the Finance Committee review the budget and recommend to the Board whether or not to approve the Budget. Rachel seconded. Motion carried.
- iii. Action Required: Governance Committee and Joe will continue discussion around how DNF returns equity to Member-Owners who leave the Co-op.
- iv. Attachments: none

### **B. Review Policy D1, Unity of Control**

- i. Issues Raised: The Board discussed the Policy, particularly in regards to Committee communications.
- ii. Action Taken: Rachel moved that the Board is in compliance with D1. Cathy seconded. Motion carried.
- iii. Action Required: Continued discussion around healthy communication between Board, GM, and Committees.
- iv. Attachments: none

## **IX. New Business**

### **A. 2020 Board Budget**

- i. Issues Raised: Rachel presented a draft 2020 Board Budget, and the Board discussed some line items. We agreed to project high and monitor and adjust based on the financial situation.
- ii. Action Taken: none
- iii. Action Required: Rachel will email the draft 2020 Board Budget to the Board, and

the Board will vote via email.

iv. Attachments: none

**B. BOD Meeting time & location**

i. Issues Raised: Cody proposed moving the monthly Board Meetings to the third Thursday of the month, from 5:00-7:00, at the Durango Joes meeting room. This will save money and seems to work for all Board members

ii. Action Taken: none

iii. Action Required: Cody will confirm with Durango Joes. Cathy will update the board calendar.

iv. Attachments: none

**C. Open Board Seat Appointment**

i. Issues Raised: Don Lewis is interested in serving as a Board member until the next election. He values the co-op, community resilience and community involvement. Don served as an interim Board member last winter.

ii. Action Taken: none

iii. Action Required: Via email, the board will discuss and vote on appointing Don to the Board.

iv. Attachments: none

**X. Other Announcements**

- Wes announced that several local organizations are planning a sustainable food summit for next summer, and he will look into involving DNF in this event.
- Wes, Cody and Hadley represented DNF at the Durango Holiday Farmers Market, and did some great outreach.
- Mads shared some ideas he is working on to expand DNF's market for local produce.

**XI. Meeting was adjourned at 7:20**

*Submitted by Cathy Cowles, Board Secretary*