



DNF Board Meeting
 Sept 20, 2023 5:30-7:45pm
 Rocky Mt Retreat Center

Attendance:

Board Members: Weston Medlock, Ryan Lazo, Ryan Erickson (part-time), Hadley Bevill, Sheryl McGourty, Kate Randall, Cody Reinheimer; General Manager: Joe Zwieback; Employees: Madison Root; Member Owners: None.

Time	Subject	Facilitator
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5:30 I. Call to Order

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|----|--------------------------------|--------|
| A. | Check-In Question | Sheryl |
| B. | C-Global Governance Commitment | Board |

The Board of Directors (BOD) shall assure that the Cooperative's purpose, mission, and principles are carried out in the interests of its members/owners, while avoiding any action detrimental to the Cooperative. Acting on behalf of our owners, the Board ensures the success of the cooperative by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our cooperative, and perpetuating our democratic organization.

5:40 II. Membership Comments or Questions

Board

- Issues Raised: None
- Action Taken: None
- **Action Required: None**

III. Minutes Approval from last meeting

Hadley

- Hadley made a motion to approve the August minutes, Sheryl seconded, motion carried.

IV. Agenda Approval

Wes

- _____ made a motion to approve the agenda, _____ seconded, motion carried.
- Issues Raised: None
- Action Taken: None
- **Action Required: None**

5:50 V. Old Business

- | | | |
|----|---|--------|
| A. | Joe will upload a copy of signed loan agreement into drive | Joe |
| | <ul style="list-style-type: none"> ● Issues Raised: Joe did not upload to drive. ● Action Taken: None ● Action Required: Joe to add to drive added to old business. | |
| B. | Sheryl to reach out to Devin | Sheryl |
| | <ul style="list-style-type: none"> ● Issues Raised: Done ● Action Taken: None ● Action Required: None | |
| C. | Update Board Calendar | Hadley |
| | <ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: Done | |

- **Action Required: None**
- D. Joe will have a plan of who to connect with regarding the reserve fund. Joe
- **Issues Raised: None**
 - **Action Taken:**
 - Contacted Brian from LaMontanita Co-op to see if he's licensed in Colorado and he said to wait a few months when he is not so busy. I know he knows his stuff. If I can't get in with him I will try another contact. Bryan is with Matthew Reed (CPA Firm).
 - **Action Required: None**

6:00 VI. Committee Updates

- A. Governance Wes
- **Issues Raised:** Send out Doodle poll for next meeting.
 - **Action Taken:** None
 - **Action Required: Wes to send doodle poll for next meeting.**
- B. Executive Sheryl
- **Issues Raised:** None
 - **Action Taken:** None
 - **Action Required: None**
- C. Finance Kate
- **Issues Raised:**
 - Next meeting will be in November. Kate to contact Wes in October.
 - **Action Taken:** None
 - **Action Required: None**
- D. Feasibility Cody
- **Issues Raised:**
 - Cody: We went over the La Paloma idea and it would be cool if we could sell juice and do deli service there. It does need a written business plan. I don't think that we're looking to move anywhere soon or add a second location.
 - Ryan L.: Are there other projects they should be looking at next?
 - Joe: One of the things to bring people up to date, Albertsons and Kroger are merging, or being approved early next year. They have three stores and they will probably have to divest one of them. I would think Albertsons divests and then Natural Grocers moves in there. They have agreed to buy out 400 stores and in the last couple of days there has been ruling that ALbertsons can keep its name in a few states and Colorado is one of them.
 - **Action Taken:** None
 - **Action Required: None**
- E. Special Events Committee Hadley
- **Issues Raised:**
 - Hadley: Sunday, Oct 1 from 3-7. We are hoping all BOD members can be present. I will send the entire BOD the order of events. Ryan L. is managing volunteers and day of needs for booths, etc. Please share the flier with friends and family.
 - Kate: We are in need of games.
 - Cody: Have a friend who does kids activities (not totally sure what) but I can reach out to her and then get back to you.
 - Ryan L.: It would be worth reaching out to the Herald and seeing what they can write about us or take pictures of the event.
 - **Action Taken:** None
 - **Action Required: None**

6:15 VII. General Manager Update and Questions

- **Issues Raised:**

- Cody: It's so exciting that we keep hitting the ceiling!
- Joe: We are coming up with good ideas.
- Kate: Interesting change in the body care and supplements. That's huge! THE perpetual inventory also sounds like a really great idea.
- Joe: We've been talking about setting it up since I got here. We did it in Silver. It's a lot of work but worth it. There is a little bit of a price to it and time involved but I'd love to get it in. It really helped us. It is an integration into the current system. Fingers crossed I think every month we've got more of a solid staff so hopefully the turnover won't take too much of the energy.
- Sad Zoe is leaving...needs more money.
- Kate: I know two places for rent. If you know people looking, let me know.
- The sidewalk is still not being taken care of by the city. The tree is a big issue.
- Joe: It has been brought up to the city and they say our business is responsible for the sidewalk. My take is get it done and then tell the city and ask to get reimbursed.
- Wes: Does this contractor have to be licensed in CO?
- Joe: He is a general contractor down the block from us. He did do our roof which is good minus the piece in between the two buildings which was not done correctly when the buildings were put together.
- Wes: Do the leaks ever get on product or food?
- Joe: The deli does. Which is why the deli had been shut down before.
- Wes: IS there a food safety concern?
- Joe: Not at this moment.
- Ryan L.: Instead of closing down our parking lot, can we just utilize college plaza instead and shut down that instead of going over the roof to fix the sidewalk.
- Joe: They said they could have it done in a couple of hours, but that's a good question.
- Sheryl: I kind of know the owners of college plaza and could ask. Chris.
- Joe: I think the important thing with working with Tom, is that having someone look after our facilities could be a very very positive thing for us. He gives us deals and he wants to work with us. I can't get anyone to get any work done. I can't even get a door guy to change the locks.
- Mads: We've talked about him getting the same discount as staff and BOD.
- Joe: Jordan has also been working on little projects here and there like mop sink, patching the floor, etc. He's not great but he gets it done.
- Hadley: With the increase of sales and not enough space in the back, have you rethought having a mezzanine in the back?
- Joe: I have brought that back up recently. We would need a general contractor because there are all kinds of permits and engineering things to go through city permits.

- **Action Taken:** None

- **Action Required:** None

6:30 VIII. Policy Governance Review

A. Review Policies: B6 - Staff Treatment and Compensation

Joe

- **Issues Raised:**

- Ryan L.: Do we want to put a date on this?
- Mads: I think optimistically we will do a lot more work in Oct. as planned so I would say by January 1, 2024.
- I am thinking of a dollar raise across the board, which will decrease the bottom line. It's about \$31,000, a quarter or a third of our bottom line. We want to do it now, but there is a caution.

- Mads: We are starting to get real talent in some of these positions and we want to keep them. We are looking for staff to keep the deli open and completely stocked all the time and hopefully open for the dinner rush.
- Wes: And we haven't had the road diet yet.
- Joe: The 4th quarter is always our worst quarter. We drop significantly the first week of October and we don't come back to where we want to be until the end of April.
- Ryan L: Snowbirds?
- Joe: Not sure, still trying to figure it out. We now have more of a presence at FLC.
- Joe: This is the lowest I've seen the deli staffed for a really long time. Nasa has been working his butt off and we have to relieve him.
- Ryan L: What kind of things are you thinking w/ FLC.
- Joe: There was a free farmers market and we also have been signing up students. Last time we signed up 80. Now we have those people's emails so we can market to them. There are a whole bunch of specials for students only advertised to them.
- Ryan L: Maybe selling grab n' go things around campus (East by Southwest and other places does this). I can make an introduction for you.
- Hadley: Do we have the staff to supply these things?
- Joe: Well as we were saying we have the lowest amount of deli staff right now.
- Ryan L.: Are you selling stuff to the grub hub right now?
- Joe: No, but Ryan's working with them.
- **Action Taken:** Wes made a motion to accept Joe's B6 report, Cody seconded, motion carried.
- **Action Required:**
 - Mads and Joe will have the B6 Policy updated by January 1, 2024.
 - Ryan L. will reach out to FLC to possibly have DNF deli grab n' go items on campus and connect them to Mads.

B. Review Policy: C3 - Board Meetings

Board

- **Issues Raised:**
 - Wes: The only potential amendment would be to pluralize president.
- **Action Taken:** Wes made a motion that we are in compliance with Policy C3, Sheryl seconded, motion carried.
- **Action Required: None**

6:50 IX. New Business

A. USDA Grant

Board

- **Issues Raised:**
 - Sheryl: To me it feels like a good thing to research and look at, especially for refrigeration. It looks like the windows for applications go every 3 months through 2024. We should decide if we want to pursue that and who's going to do it and are we looking at someone to be compensated.
 - Joe: We don't have the capacity on staff. Refrigeration is a good thing. I don't know how it's worded if we have to put in a percentage. To me putting the dollars into refrigeration is interesting if we don't have a real clue for what exactly we need. Our best bet is to keep maintaining them until we are out of our mortgages and able to save money and do it right. These are huge projects. And what if we move. There is no one in town who does refrigeration. Once again, we need a general contractor to even organize this kind of stuff. HVACS (A/C units to keep the building cooler) could be the thing to look into now.

- Kate: You were really interested in investing in another drink cooler but it sort of fell through because of grants, etc. Let's say you don't have to put anything in, would you want to do it?
- Joe: not right now, because it is working fine now. I am keeping an eye on it and I still have not gotten any definitive answer from Marcos. I did really want to replace it because our meat cooler is in a drink cooler. To get it into a legit cooler, not drink cooler, would keep the temperatures at appropriate levels. My number one would be the produce and try to get bigger capacity coolers and really promote it. Because we're not going to increase the capacity of meat, cheese, and others, but produce.
- Wes: This grant says you can apply for a really low interest loan or the grant at 50%. Which is a better deal than paying 100%. The max is 500,000 and the minimum is \$2,500.
- Sheryl: It can be lots of things, like HVAC, insulation, lighting, solar, energy efficiency. I think it would be nice if everyone read through it again.
- Joe: We are working a little bit with 4 Corners Slow Money. They are pushing solar right now. A large part of it is depreciation, which i never got an answer of how they can put depreciation on savings. They're just looking at the bottom line, so it's not really a savings. Let's say we do have 80,000-100,000 on the bottom line...what do we want to do with it? Invest with it? Save it? That will be a decision for the BOD.
- Cody: It sounds like a really great thing. It sounds like the question is do we hire someone to do this? We have so much that could be improved in our store.
- Wes: I have experience. I just got a pretty hefty USDA grant. It takes a shit ton of hours.
- Joe: Random, we are getting a paid intern for marketing paid for by grant money.
- Hadley: Should we assign the USDA grant to a committee?
- Unsure.

- **Action Taken:** None

- **Action Required:** All BOD will read about the grant and circle back with ideas.

B. Board Message

Ryan L.

- **Issues Raised:**

- Ryan L., about 350 words
- Thank people for joining us at Harvest Fest, National Co-op Month, return of soup (?), weave in the annual report (check it out on the website) plus more Co-op talk, thank you to volunteers.

- **Action Taken:** None

- **Action Required:** Ryan L. to send message to BOD by Sept. 19 and to Ryan W. by Sept. 24. (Will be sent out after harvest fest)

C. Set board retreat date Nov 11/12, days/time

Sheryl

- **Issues Raised:**

- Set for Saturday, November 11th
- Sheryl: If you have ideas, please share them with me.
- Wes: This could be a special events committee thing.
- Joe: Maybe more work oriented this year.
- Cody: I would advocate for some work on the by-laws. I would love to see that on the agenda. We could easily focus on it for one day.

- **Action Taken:** None

- **Action Required:** BOD send Sheryl venue thoughts and activity thoughts.

***BOD Mission Statement (not added to agenda):**

- Wes: The mission statement. I think only four people have responded to the email. It would be great to have it in time for the Harvest Fest.
- **Action Required:** Everyone else please review and provide feedback.

- D. Email vote and motion made to approve of the sidewalk purchase.
- **Issues Raised:** The BOD created an email chain to vote on and approve the sidewalk purchase of \$10,700 with the understanding that the final price may increase by ~\$1,000, Kate seconded, motion carried. The email chain was responded to by all BOD members and voted on within the time span of September 21-22, 2023.
 - **Action taken: Cody made a motion to approve the sidewalk purchase of \$10,700 with the understanding that the final price may increase by ~\$1,000, Kate seconded, motion carried.**
 - **Action Required: None**

7:00 XI. Adjourn

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

Policy Type: Executive Limitations

Policy Title: B6 - Staff Treatment and Compensation

Last revised: September 28, 2015

The General Manager must not treat staff in any way that is unfair, unsafe, or unclear or illegal.

The GM must not:

1. Operate without written personnel policies that:
 - a. Clarify rules for staff.
 - b. Provide for fair and thorough handling of grievances in a way that does not include the board as a participant in the grievance process.
 - c. Are accessible to all staff.
 - d. Inform staff that employment is neither permanent nor guaranteed.
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are internally or externally inequitable.
5. Change the GM's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
6. Operate with inadequately trained staff.
7. Operate without a mechanism for staff feedback regarding management and operations.
8. Utilize volunteers in a manner that is financially or legally unsound.
9. Allow staff to be uninformed about the role of the Board.
10. Fail to support staff contacting Board members concerning either illegal activity or Breaking of DNF Co-op Policies by the General Manager

Policy Type: Board Process

Policy Title: C3 – Board Meetings

Last Revised: October 12, 2015

Board meetings are for the task of getting the Board's job done.

1. Only issues that reflect the Board's chosen and legal areas of responsibility shall consume Board time.
2. Meetings will be open to the membership except when executive session is officially called.
 - a. The Board President may put an Executive Session on the agenda, or a simple majority may declare one to discuss financial issues, real estate, personnel matters, litigation, or potential litigation.
 - b. The Board may include no one or anyone else it chooses in an Executive Session.
 - c. The Board member/owner calling for an Executive Session must state their purpose in advance.
 - d. Whenever possible, an Executive Session should be announced on the published agenda or a Board majority may declare an Executive Session during a Board meeting.
 - e. While discussions in Executive Session shall be confidential, any resulting action or vote shall be reported in the minutes, in a manner consistent with the need for confidentiality.
3. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.
4. Board meeting agendas will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.
 - a. The President shall ensure that the agenda is posted in the store no later than three days prior to the meeting.
5. Minutes shall be kept for each meeting using the following format when appropriate:
 - a. The minutes shall use a format that includes at least the following headings for each agenda item:

Item Title: This heading should match agenda titles.

Issues Raised: This heading identifies main points of discussion.

Action Taken: This heading records Board votes, informal decisions, postponement or tabling of items, and so on.

Action Required: This item records further planned action, such as requests for more information, deadlines for action, or assigned duties to specific persons.

Attachments: This heading is used as needed, and attachments are identified by title and date.
6. Rotate monthly reviews of Board Process and Board-Management Delegation policies.