



# DURANGO NATURAL FOODS

## A Co-operative Market

575 E. 8th. Ave | The corner of 8th and College | 970.247.8129  

Regular Board Meeting  
October 16<sup>th</sup> 2019, 5:00 – 7:00pm  
Durango Public Library  
**Minutes**

**In attendance:** Board Members: Rachel Bennett, Cody Reinheimer, David Konikowski, Wes Medlock, Cathy Cowles, Elise Boyson; General Manager: Joe Zwiebach

I. **Call to Order** at 5:09

- Check In
- Elise read the Ends Statement

II. **Membership Comments or Questions**

- No Member-Owners other than the Board were present

II. **Minutes Approval from last meeting**

- The September Minutes were approved by email before the meeting.

IV. **Agenda Approval**

- Cody moved to amend the Agenda as follows. Cathy seconded, motion carried.
  - Item IV. A. (Finance Committee Update) was removed from the agenda, since there was nothing to report.
  - Under Item VII. A. (Stocking our DNF Root Cellar), discussion around a Capitalization Policy was added.

V. **GM Update**

- i. Issues Raised:
  - a. Joe reported that DNF just had the busiest day and busiest week of the year. He thinks this is largely due to department heads really performing well.
  - b. A new Marketing and Outreach Manager was hired and started today.
  - c. A quarterly inventory was completed.
  - d. Joe included Info Sheets with his report, which helps with ongoing Board Member education.
- ii. Action Taken: none
- iii. Action Required: Cody requested that Joe submit an abbreviated financial report each month with his GM report. Cathy offered to help Joe navigate the DropBox folders.
- iv. Attachments: none

VI. **Committee Updates**

A. Finance Committee *This item was removed from the Agenda*

B. Retreat Committee

- i. Issues Raised:
  - a. The Board Retreat will happen on November 2 and 3, from 9:00 – 1:30 each day
  - b. The draft Agenda was shared.
  - c. Joe plans to survey DNF's Member-Ownership, and there was some discussion about the content of the survey, and previous surveys.
- ii. Action Taken: none
- i. Action Required: Board members will submit any edits to the Agenda by the end of this week. Retreat Committee will ask Sandhya for questions to ask former DNF Board Members to help gather input for the Strategic Planning Session. Cody, Dave and Elise will bring lunch for Saturday, Wes, Rachel and Cathy will bring lunch for Sunday.
- iii. Attachments: none

VII. Old Business

A. Stocking our DNF Root Cellar

- i. Issues Raised:
  - a. The Board discussed wrapping up the summer 2019 "Stocking the Root Cellar" Campaign. Member-Owners will still be encouraged to pay ahead on their equity.
  - b. \$9,000 was transferred out of the Root Cellar (equity) account into the operations account, to pay for capital expenditures that occurred during the summer.
  - c. There was discussion around what the Root Cellar/ Equity account should be used for.
  - d. There was discussion around adopting a Capitalization Policy.
- ii. Action Taken: Cathy moved to wrap up the Root Cellar Campaign. Rachel seconded. Motion carried.
- iii. Action Required: Joe will report out the total for the Stocking the Root Cellar campaign, and this will be shared in the next Message from the Board. Joe, Rachel and Jamie will work together to draft a Capitalization Policy, and will share that with the Board.
- iv. Attachments: none

B. Item 5 from September B6 GM Report

- i. Issues Raised: This was resolved
- ii. Action Taken: none
- iii. Action Required: none
- iv. Attachments: none

VIII. Policy Governance Review

A. Review Policy B1 (full report), Finances

Joe

- i. Issues Raised:
  - a. Joe submitted a Report on Policy B1, stating that we are in compliance on all items, except for Item 4 (Insufficient Solvency)
  - b. Joe did not receive quarterly financials in time to fully utilize them in the B1 Report.
- ii. Action Taken: Dave moved to approve the B1 Report, pending disclosure of full financials in November. Cathy seconded. Motion carried.
- iii. Action Required: Adjust the Board Calendar to make B1 Reports one month later. Cathy will bring an amended Calendar to the November Meeting for Board approval.

iv. Attachments: none

**B. Review Policy D4, Monitoring GM Performance**

i. Issues Raised:

- a. The Board discussed this Policy, and determined that we are in compliance since some new tracking tools have been adopted.
  - b. Discussion ensued around Item 2, and the goal of “reasonableness.”
- ii. Action Taken: Cody moved to determine that the Board is in compliance with Policy D4. Wes seconded. Motion carried.
- iii. Action Required: none
- iv. Attachments: none

**IX. New Business**

**A. Schedule twice yearly Board-NCG calls**

i. Issues Raised:

- a. The DNF-NCG contract requires the Board to participate in calls with NCG every 6 months.
- ii. Action Taken: Cody moved to add NCG-DNF calls to the Board Calendar in February 2020 and September 2020 Wes second
- iii. Action Required: Cathy will update the Board Calendar
- iv. Attachments: none

**C. Bylaws Revision Project**

i. Issues Raised:

- a. In 2018, the Board began revising the Bylaws. This project was abandoned, and the Board discussed picking it up again.
  - b. We discussed where this project was left off, and how we might pick it up again.
- ii. Action Taken: none
- iii. Action Required: Dave will contact Jamie Matthews and Kate Husted, the former Board Members who were working on this project, to gather information about why this project was initiated and what it would take to move it forward.
- iv. Attachments: none

**D. BOD Meet & Greet**

i. Issues Raised:

- a. Jules Masterjohn is interested in hosting a Meet & Greet to get former and current DNF Board Members together with the new GM.
  - b. It would be most beneficial to have this meeting before the Board retreat, so we would like to meet on 10/27
- ii. Action Taken: none
- iii. Action Required: Whichever Board members are available will attend on 10/27. Cody will reply to Jules.
- iv. Attachments: none

**C. Board Photo**

i. Issues Raised:

- a. Jules requested a photo of the entire Board for the newsletter
- ii. Action Taken: a photo was taken, even though the light was marginal and we weren't looking our best
- iii. Action Required: Cody will share the best photo with Jules. He'll probably choose one where he looks good ☺
- iv. Attachments: none

X. **Other Announcements**

- Cody shared that a competing natural foods store in Durango no longer offers plastic bags in the produce section.

XI. **Adjourned at 7:22**

*Submitted by Cathy Cowles, Board Secretary*