DNF Board Meeting
Sept 17, 2025 5:30-7:45 pm
Rocky Mt Retreat Center

Time	Subject	Facilitator
5:30	**I. Call to Order**	Wes
	II. Check-in Question	**Sheryl**

What was your favorite moment from the Harvest Festival?

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.

II. Membership Comments or Questions — **Board**

Tomas: During the Harvest fest a member shared with him how much she enjoys the employees and how their energy enhances the shopping experience

Wes: Shared an email with comments about the Harvest Fest menu.

III. Minutes Approval from last meeting — **Ryan L**

Issues Raised:

- **Danny noted that the loan payoff date recorded in the August board minutes was incorrect and needed correction.**

Action Taken:

- **Motion by Danny to move forward with paying down $50,000 on the balloon payment and refinancing the remaining balance (estimated $70,325) on 10/20/25, contingent on receiving an acceptable proposal from a bank.**
- **Motion approved unanimously.**

Action Required:

- **Ryan to update the August minutes to reflect the corrected payoff date (10/20/25).**

Issues Raised:

- **Danny made a motion to approve the August 2025 board minutes with the correction to the loan payoff date (noted above).**

Action Taken:

- **Motion approved unanimously.**

Action Required:

- **Ryan to ensure the corrected August minutes are finalized and filed.**

IV. Agenda Approval **Wes**

Issues Raised:

- Sheryl made a motion to approve the meeting agenda as presented.

Action Taken:

- Motion approved unanimously.

Action Required:

- None.

5:45 V. Old Business

A. Get contact information about adjacent red house Mads

Issues Raised:

- Joe reported that the house is now for rent at $900/month.
- He noted that while the space does not make sense for the Co-op at this time, contact information for the owner has not yet been secured.

Action Taken:

- None.

Action Required:

- **Mads** to obtain contact information for the adjacent red house.

B. Ryan to explore how we store documents Ryan

Issues Raised:

- Ryan reviewed Policy C8 regarding document storage.
- It was determined that Joe may store board documents at the off-site storage unit in accordance with policy.

Action Taken:

- None required.

Action Required:

- None.

C. Jackson to connect with Danny to begin Feasibility Committee Jackson

Issues Raised:

- Jackson and Danny have not yet met to begin feasibility discussions.

Action Taken:

- None.

Action Required:

- **Jackson** to schedule a meeting with Danny to begin feasibility committee work.

D. Explore the use of Google Approvals for Board Jackson

Issues Raised:
- Jackson explained that Google Workspace includes an "Approvals" feature that could be used for board processes.
- Danny asked if the feature included a signature function; Tomas noted that Google has begun rolling out a DocuSign-like capability linked to email accounts.

Action Taken:
- None.

Action Required:
- None.

E. Password Manager Joe/Mads

Issues Raised:
- The board discussed options for password management and expressed general support for using Google's password manager.
- No final decision was made.

Action Taken:
- None.

Action Required:
- **Joe and Mads** to set up the password manager for the store using Google.

F. Review Action tracker Danny

Issues Raised:
- **Staff Manual:** Joe reported slow progress. Sheryl noted this originated as a board retreat conversation. Joe highlighted that vacation policy and AFLAC information are among the areas needing updates.
- **Banking Updates:** Completed.
- **Strategic Plan Tracker:** Danny will prepare for October.
- **Member Outreach:** Sheryl completed outreach to members who did not win board seats.
- **Investment Account:** Creation not needed; Co-op will instead open a high-yield savings account with First Southwest Bank.
- **Feasibility Committee:** Danny and Jackson to meet, but pushed to October.
- **Policy C8 Revision:** To be added to the January 2026 board calendar.
- **Conflict of Interest Form:** New form created and circulated; requires board review.

Action Taken:
- Completed: Banking updates; outreach to members who did not win board seats.

Action Required:
- **Joe and Mads** continue work on staff handbook updates and present at November board meeting.
- **Danny** to prepare Strategic Plan tracker for October meeting.
- **Joe** to open a high-yield savings account with First Southwest Bank.
- **Ryan** to add Policy C8 revision to the board calendar for January 2026.
- **All board members** to review the new conflict of interest form.

G. Ryan to connect Joe will survey specialist Ryan/Joe

Issues Raised:
- Ryan connected with the survey specialist; they do not currently have capacity to assist but could in the future with more advance notice.

- Some board members are still unable to access the board drive due to a Google security setting ("challenge settings"). Joe has the administrative permissions to update the setting; board members do not.

Action Taken:
- None.

Action Required:
- **Ryan** to send Joe instructions for updating Google "challenge settings" so all board members can access the board drive.

6:10 VI. Committee Updates

A. Governance Wes

No updates but work will resume in January 2026.

B. Executive Sheryl

Issues Raised:
- Sheryl noted that the GM review start date on the board calendar needs to be updated.

Action Taken:
- None at this meeting.

Action Required:
- **Ryan** to update the board calendar to reflect that the GM review will begin in **February 2026**.

C. Finance Danny

Issues Raised:
- Loan refinancing updates: application submitted to First Southwest Bank.
- Bank requires board resolution authorizing Joe to sign on behalf of the Co-op.
- Discussion about timeline and need for prompt resolution.
- Emphasis on maintaining cash reserves and moving funds strategically.

Action Taken:
- Board agreed to move forward with First Southwest Bank refinancing.
- Joe authorized as primary signer contingent on board resolution.

Action Required:
- **Danny** to draft resolution authorizing loan and Joe's signing authority.
- **Ryan** to circulate resolution for board signatures (via DocuSign or hard copy).
- **Joe** to pay ~$50,000 toward TBK loan to meet payoff requirement.

D. Feasibility Jackson

Issues Raised:
- Jackson presented a draft workflow for evaluating and prioritizing feasibility ideas. His goals were to:
    - Ensure alignment with board priorities.
    - Streamline initial screening to quickly narrow a broad list of ideas into a shortlist.
    - Establish a process that transitions ideas from "concept" to "actionable project."

- Proposed categories for evaluation included:
  - Cost savings
  - Profitability/growth opportunities
  - Social/community impact (e.g., food security)
  - Capital development/expansion (noted as needing its own process if a new store)
  - HR/staff development and retention
  - Operational efficiencies (software, procurement, etc.)
  - Recurring member concerns (e.g., vegan options).
- Suggested process:
  - **Stage 0:** Capture all ideas in a shared spreadsheet; include a public submission form.
  - **Stage 1:** Sort ideas by category and conduct initial screening against Co-op values, financial viability, and scalability. Create a shortlist of ~3 ideas.
  - **Stage 2:** Discovery/validation – review examples from other co-ops or businesses, estimate costs, identify potential providers, and explore small/medium/large-scale versions.
  - **Stage 3:** Engage Finance Committee or external experts (e.g., Danny) for financial vetting.
- Board discussion emphasized:
  - Keeping feasibility manageable (1–2 ideas at a time).
  - Considering a scorecard for decision-making (ROI, community impact, staff alignment).
  - Using the December Board Retreat to advance priorities, but starting preliminary sorting earlier.
  - Ensuring feasibility work builds on parameters already discussed in prior meetings (e.g., commercial kitchen requirement, staff size thresholds).

Action Taken:

- Board expressed support for Jackson's proposed workflow.
- Consensus to begin categorizing existing ideas and narrowing down to 1–2 goals once workflow is shared.

Action Required:

- **Jackson** to circulate draft workflow and categories to the board for input.
- **Board** to identify 1–2 top feasibility goals before the December retreat.
- **Jackson/Feasibility Committee** to convene before the retreat to shortlist and prepare recommendations.

E. Special Events — Ryan

Issues Raised:

- **Volunteer coordination:** Danny provided a final list so Ryan can send thank-you emails.
- **Debrief planning:** Ryan sent a Doodle poll to schedule a committee debrief with event planners.
- **Event feedback from board members:**
  - **Danny:** Suggested moving the event to August, as September weather is unpredictable (cold/rainy).
  - **Wes:** Recommended bringing back the petting zoo and expanding food options.

- **Sheryl:** Noted that some board members did not meet expectations for presence at the event. Cleanup in the dark was also challenging.
- **Tomas:** Reported the event went smoothly overall; only hiccup was the last-minute setup of the welcome table.
- **Ryan:** Shared that having both Sheryl and Hadley in planning roles may have created challenges. Requested more board involvement in event planning and emphasized the need for all board members to meet expectations (tabling, day-of coverage, cleanup).

- **Positive feedback:** Hadley was recognized for her strong contributions to planning and execution.

6:40 VI. New Business

A. 2025 BOD Retreat — Tomas/Lauren

Issues Raised:
- Tomas and Lauren still need to meet to begin planning the retreat.
- Sheryl suggested the first step is to secure a date and time for all board members; she recommended a full-day format (approx. 8:30 a.m. – 5:30 p.m.).
- The first weekend in December was floated as a possible option.
- Sheryl and Tomas should also meet to review the prior year's retreat and materials developed in 2024.
- Jackson emphasized the importance of leaving some time for fun and bonding in addition to structured work.
- Ryan asked about the budget; Joe confirmed it is $2,000.

Action Taken:
- General consensus that the retreat should occur in late November or early December, with the first weekend of December as a likely option.

Action Required:
- **Tomas and Lauren** to schedule a meeting to initiate retreat planning.
- **Tomas and Lauren** to propose a firm date and location for the retreat.
- **Tomas and Lauren** to meet with Sheryl to review the 2024 retreat structure and materials.

B. September Board Message — Danny

Issues Raised:
- Ideas for the September board message included:
  - Thanking members for attending the Harvest Fest.
  - Thanking volunteers.
  - Announcing availability of the annual report.
  - Noting the upcoming annual survey.
  - Providing a finance committee update on the loan.
- Brief discussion held about the City's "road diet" project.
  - Joe noted the City had reached out regarding light timing.
  - A meeting was scheduled, but the City did not attend.

Action Taken:

- None at this meeting.

Action Required:

- **Danny** to draft the September board message.

C. Annual Survey- 5 questions from board Board

Issues Raised:

- Board members discussed the length of the survey, with multiple members suggesting it should be shortened.
- Joe expressed cautious openness to shortening the survey but noted concerns about balancing brevity with data needs.
- Joe also reported that survey participation typically hovers around 400 responses.

Action Taken:

- No decision was made at this meeting regarding survey length or content.

Action Required:

- **Board** to revisit survey design and determine which questions to prioritize, ensuring the total number is manageable while still collecting essential feedback.

6:45 VII. GM report/questions, comments Board

Issues Raised:

- Joe noted ongoing operational pressures, including staff turnover and active interviewing.
- Discussion raised concerns about continuity and security of systems, specifically around password management.
- Questions were raised about whether to adopt a password manager, continue using spreadsheets, or rely on Google Workspace's built-in tools.
- Board members also noted ongoing difficulties accessing the board email account due to administrative settings.

Action Taken:

- Board agreed to continue exploring password manager options but did not reach a decision.
- Confirmed that current storage practices for hard-copy documents (conflict of interest forms and other archives) meet policy requirements, with secure offsite storage in place.
- Review of the GM's written report was cut short due to time limitations.

Action Required:

- **Ryan** to provide Joe with instructions for updating Google admin settings so all board members can access the board email account.
- **Ryan** to deliver conflict of interest forms for storage in the secure unit.
- **Joe and Mads** to continue evaluating password manager options and present a recommendation at a future meeting.

7:05 XI. Policy Governance Board

Issues Raised:

- Board reviewed Policy B6 and discussed compliance. No concerns were raised.

Action Taken:

- Motion by Wes that the Co-op is in compliance.
- Seconded by Jackson.
- Motion approved unanimously.

  C3 (Board Meetings)

Issues Raised:
- Board reviewed Policy C3 and determined that current meeting minutes formatting does not fully align with policy requirements.

Action Taken:
- Motion by Wes that the board is out of compliance with Policy C3.
- Seconded by Sheryl.
- Motion approved unanimously.

Action Required:
- **Ryan** to adjust meeting minutes formatting going forward to align with Policy C3 (including sections for Issues Raised, Action Taken, Action Required, and Attachments as needed).

7:45 XII. Meeting Adjourn

Motion to Adjourn: Danny

Second: Ryan

Approved: Unanimous