



DURANGO NATURAL FOODS

A Co-operative Market

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

Regular Board Meeting
November 20th 2019, 5:00 – 7:00pm
Durango Public Library

Minutes

In attendance: Board Members: Cody Reinheimer, David Konikowski, Cathy Cowles, Kelly Rogers; General Manager: Joe Zwiebach

I. Call to Order at 7:10

- Check In
- Kelly read the Ends Statement

II. Membership Comments or Questions

- No Member-Owners were present other than Board Members

III. Minutes Approval from last meeting

- Cathy moved to approve the October Minutes. Cody seconded. Motion carried.

IV. Agenda Approval

- No changes were made to the Agenda

V. GM Update

- i. Issues Raised:
 - a. The Board and Joe discussed the Manager's Report, which the Board had read before the meeting.
 - b. Joe mentioned a few other operational updates.
- ii. Action Taken: none
- iii. Action Required: none
- iv. Attachments: none

VI. Committee Updates

A. Committee Structure

- i. Issues Raised:
 - a. The DNF Board has had some casual committees, including temporary (ad hoc) committees to work on short-term projects.
 - b. At the Annual Board Retreat, the Board and GM began developing a Strategic Plan. It will be most effective to implement this Plan with the assistance of a few standing committees. In his Implementation Plan (see below) Joe proposes 3 standing committees: Finance, Feasibility, and Governance. The Board discussed

this, and agreed that all standing committees except these and the Executive Committee should be dissolved, and staff can coordinate M-O volunteer efforts around fundraising, outreach, facilities, etc. Ad hoc (temporary) committees can form and dissolve as needed. Committee Chairs, some Committee tasks, and some Committee Members were determined:

- i. Executive Committee: Cody (Chair,) Cathy, Rachel, Vice President. Tasks: GM review, etc.
 - ii. Finance Committee: Rachel (Chair.) Financial oversight, budget review, etc.
 - iii. Governance Committee: David (Chair,) Cathy. Tasks: bylaws and policy review, board recruitment and elections, board evaluation, etc.
 - iv. Feasibility Committee: Cody (Chair.) Tasks: work with GM to update current infrastructure while assessing options for the future (Strategic Direction #2.)
 - v. Annual Meeting Planning Committee (ad hoc): Cody (Chair.) Task: plan and coordinate Annual Meeting.
- c. According to Policy C6 (Board Committees Principles,) committees can include Board Members and Member-Owners, a Board Member must chair each committee, and each committee must have a charter in place which include responsibilities, expectations, and authority.
- ii. Action Taken: Cathy moved that all Board committees be dissolved, and these will be the four standing committees: Executive, Finance, Governance, and Feasibility. Cody seconded. Motion carried.
 - iii. Action Required: New committees will begin organizing, and all committees will develop Committee Charters. Cathy will send the Board a resource around Board Committees. Committees may receive help from our CBLD consultant after January. Committees will begin to look at implementing the Strategic Plan.
 - iv. Attachments: none

VII. Old Business

A. Strategic Plan follow up and implementation plan

- i. Issues Raised:
 - a. Joe has drafted an Implementation Plan which divides up tasks in our Strategic Plan between store operations and 3 Board Committees.
 - b. See discussion in New Business, above
- ii. Action Taken: see above
- iii. Action Required: see above
- iv. Attachments: none

B. Bylaws revision project

- i. Issues Raised:
 - a. The Governance Committee will work on the Bylaws Revision project and will report out
- ii. Action Taken: none
- iii. Action Required: more research on Bylaws revision, and communication with the board at large
- iv. Attachments: none

VIII. Policy Governance Review

A. Review Policy B1 (full report), Finances

- i. Issues Raised:

- a. Joe suggested that future B1 Reports include a narrative about Balance Sheet and P&L notables. The Board agreed – and requests that Joe continue to do this.
- ii. Action Taken: Cathy moved to accept the B1 report. Kelly seconded. Motion carried.
- iii. Action Required: none
- iv. Attachments: none

B. Review Policy C4, Directors Code of Conduct

- i. Issues Raised:
 - a. Cathy said that Policy C4 was reviewed and significantly revised in October 2018.
 - b. As Secretary, Cathy has been diligent about ensuring that all Directors have signed Conflict of Interest forms archived in DropBox
 - c. After a brief discussion, the Board determined that we are in compliance with Policy C4, and that the policy does not need revisions at this time.
- ii. Action Taken: Cody moved that we are in compliance with C4. David seconded. Motion carried.
- iii. Action Required: none
- iv. Attachments: none

IX. New Business

A. Annual Meeting committee formation

- i. Issues Raised:
 - a. An ad hoc committee will be formed to plan the Annual Meeting
- ii. Action Taken: see VI. A. i. b. v. above
- iii. Action Required: Annual Meeting Planning Committee will begin to plan
- iv. Attachments: none

B. 2020 Board Budget

- i. Issues Raised:
 - a. The Board discussed Policy C5, which states that the Treasurer will lead the process for creating and monitoring the Board Budget, and Policy C7, which states that the Board will develop the Board Budget no later than the December Board Meeting.
 - b. Rachel (Board Treasurer) is out of the country and unable to attend the November Board Meeting
- ii. Action Taken: none
- iii. Action Required: Cathy will communicate with Rachel about putting together a simple Board Budget which will be emailed to the Board before the December Board meeting, to be approved at that meeting.
- iv. Attachments: none

C. Officer Elections

- i. Issues Raised:
 - a. Elise Boyson has moved away from Durango, and resigned from the DNF Board of Directors. She was the Vice President.
 - b. Cody asked if anyone was willing and able to serve as Vice President.
 - c. Dave nominated Weston for VP. Cody seconded. Motion carried.
- ii. Action Taken: Weston was elected to serve as Vice President of the DNF Board
- iii. Action Required: Cody will inform Weston of his new role
- iv. Attachments: none

D. Open Board Seat(s) & Recruitment

- i. Issues Raised:
 - a. Due to Elise's resignation, we have one open position on the Board, and must appoint a Director to serve until elections at the Annual Meeting.
 - b. Kelly has been unable to attend the past few meetings, but he feels that his schedule has freed up and he will be able to attend in the future. So Kelly will continue to serve on the Board.
 - c. We briefly reviewed a Matrix of current Board Member demographics, community connections, and areas of expertise, and began a discussion about what gaps we might want to fill.
- ii. Action Taken: none
- iii. Action Required: Board members will spread the word about this vacancy, and encourage folks who might be interested to attend the December 18 board meeting.
- iv. Attachments: none

E. Board Meeting Schedule

- i. Issues Raised:
 - a. Cathy has a conflict with the January Board Meeting date, and will be out of town for the month of February. Cathy proposed moving the January meeting up a week earlier, but that doesn't work for Cody.
- ii. Action Taken: none
- iii. Action Required: We will follow-up by email around the January meeting date and potential changes, and ask for volunteers to take minutes in January and February.
- iv. Attachments: none

X. Other Announcements

DNF staff and board are invited Holiday Party downstairs at the Elks Club on 12/20. This party is a cooperative event sponsored by multiple progressive businesses. DNF will be able to contribute financially.

XI. Meeting Adjourned at 7:30

Minutes submitted by Cathy Cowles, Board Secretary