



Regular Board Meeting  
March 19<sup>th</sup> 2020, 5:00 – 7:00pm  
Video Meeting via Zoom

## **Minutes**

**In attendance:** Board Members: Cody Reinheimer, David Konikowski, Cathy Cowles, Kelly Rogers, Weston Medlock, Don Lewis; General Manager: Joe Zwiebach

*Due to the Covid19 Pandemic, this month's Board Meeting was held via video conference. This was an emergency, last-minute decision, so the video meeting was not publicized to the Member-Ownership. Before the meeting was called to order, the Board and GM discussed video meeting procedures and ideas for future video meetings.*

### **I. Call to Order** at 5:14

- Each person checked in and shared what's going on for them

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

- No Member-Owners participated in the video meeting

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

- Cathy moved to approve the Minutes from the February Board Meeting, with the edits she circulated via email, David seconded. Motion carried.

### **IV. Agenda Approval**

- The Agenda, which Weston updated on Wednesday, March 18 was approved

### **V. GM Updates**

- i. Issues Raised:
  - a. Yesterday, the store had its biggest sales day ever in the history of DNF. That keeps happening. It is BUSY!!
  - b. Store staff is being pro-active and reactive in response to Covid19, especially around self-service departments. Self-serve soup, coffee and kombucha were proactively closed. Last night, the Health Department shut down self-service in the bulk department. Joe is discussing options with the Health Department around water dispensing.
  - c. The shut-downs and closures under Covid19 may be the "new normal" for a while. Joe and the staff are rallying and problem-solving, and getting tired. Joe is communicating with GMs from co-ops across the country, and they are sharing experiences and resources. DNF staff is awesome and amazing.
  - d. Marketing has changed in response to Covid19. Events have been cancelled, email communications have ramped up.
- ii. Action Taken: none
- iii. Action Required: none
- iv. Attachments: none

### **VI. Committee Updates**

- i. Issues Raised:
  - a. Finance Committee: no updates

- b. Governance Committee: the Committee is prepared to support the Board by ensuring that we're in alignment with Bylaws and policies around any changes that may occur around the Annual Meeting & Celebration, and election
- c. Annual Meeting & Celebration Committee: the event has been postponed until further notice.
- d. Feasibility Committee: brief discussion around plans for future road construction. Joe will stay abreast of plans for road construction, Cody and Don will also stay in touch with City Planning around this issue.
- ii. Action Taken: none
- iii. Action Required: the Feasibility Committee will work with Joe to stay informed and communicative about potential road construction that may affect DNF.
- iv. Attachments: none

## **VII. Old Business**

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

- i. Issues Raised: we reviewed action items from the February Board Meeting minutes to check in on progress
- ii. Action Taken: none
- iii. Action Required: Some action items are ongoing projects that are in progress
- iv. Attachments: none

### **B. Board Recruitment**

- i. Issues Raised: We have several potential Board members, and some appointed Board Members who will run for permanent positions. We have not yet received any applications. Things have changed dramatically lately with the Covid19 pandemic.
- ii. Action Taken: none
- iii. Action Required: Board will continue to recruit potential Board Members, and to collect applications from potential Board Members. Appointed Directors who will be running for election will submit their applications as soon as possible.
- v. Attachments: none

### **C. Operations Budget Approval**

- i. Issues Raised: we need to revisit and approve the 2020 Budget
- ii. Action Taken: none
- iii. Action Required: Joe will share the latest update (version 1b) of the 202 Budget. The Board will discuss via email, and aim to finalize budget approval at the next Board meeting
- iv. Attachments: none

## **VIII. Policy Governance Review**

### **A. Review Policy B8, Emergency GM Succession**

- i. Issues Raised:
  - a. Joe and the staff have a basic succession plan in place, and is in compliance. In the case of a sudden loss of the GM, a Management Team would mobilize to take over GM duties.
- ii. Action Taken: Cathy moved to accept Joe's B8 Report. Weston seconded. Motion carried.
- iii. Action Required: none
- iv. Attachments: none

**B. Review Policy C6, Board Committee Principles**

- i. Issues Raised: The Board discussed the Policy
- ii. Action Taken: Cody moved that we are in compliance with
- iii. Action Required:
- iv. Attachments: none

**IX. New Business**

**A. DNF's Designated Representative to NCG**

- i. Issues Raised: DNF's GM should be our designated NCG representative
- ii. Action Taken: Cody moved to appoint Joe Z, DNF's GM, as designated representative to NCG. David seconded. Motion carried.
- iii. Action Required: none
- iv. Attachments: none

**B. Committee Charters**

- i. Issues Raised: Committee Charters need to be approved
- ii. Action Taken: Wes moved to approve Committee Charters for the Governance Committee, Feasibility Committee, Finance Committee and Annual Meeting and Celebration Committee. Cathy seconded. Motion carried.
- iii. Action Required: Wes will separate Committee Charters into separate documents, and upload into the DropBox
- iv. Attachments: none

**C. Election Postponement**

- i. Issues Raised: The venue for the planned Annual Meeting & Celebration is closed until April 18. The Board is committed to holding an in-person Annual Meeting & Celebration. Due to the Covid19 pandemic, the Board
- ii. Action Taken: The Board is postponing the Annual Meeting & Celebration and Board Election until further notice.
- iii. Action Required: Hadley will announce the postponed Annual Meeting & Celebration and Board Election. Cathy will elaborate on this decision in the message from the Board for the April newsletter. Cathy will share a list of Secretarial tasks with the Board, to facilitate a smooth transition for the next Secretary.
- iv. Attachments: none

**X. Other Announcements**

- None

**XI. Meeting was adjourned at 7:50**

*Submitted by Cathy Cowles, Board Secretary*