



**DNF Board Meeting
April 15th 5:30-7:45 pm
Rocky Mt Retreat Center**

Time Subject **Facilitator**

DNF Board 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.

5:30 I. Call to Order – Wes

Issues Raised:

- Wes called the meeting to order at 5:30 p.m.

Action Taken:

- None.

Action Required:

- None.

II. Membership Comments or Questions – Board

Issues Raised:

- Community awareness of the Co-op remains low among some local residents.
- Visibility challenges include limited signage and building visibility.
- Customer feedback requested clearer sale pricing with final prices displayed.
- Perceived pricing differences compared to competitors were discussed.
- Confusion around member deals and pricing clarity noted.
- Staff confirmed pricing clarity is under review.
- Specific product pricing concerns raised and acknowledged.
- Positive feedback on product selection and merchandising.

- Positive feedback on bathroom renovation.

Action Taken:

- None.

Action Required:

- None.

III. Minutes Approval – Ryan/Danny

Issues Raised:

- The Board reviewed the March 2026 meeting minutes.
- A board member raised concern about explicitly naming a local business in the minutes and noted that, as a public document, references should be more general to avoid unintended implications.
- The Board discussed revising the language to remove the specific business name and replace it with a general reference.

Action Taken:

- Motion to approve the March 2026 minutes with the agreed revision to remove the specific business name and replace with general language.
- Motion made and seconded. Motion passed unanimously.

Action Required:

- Ryan to update the March 2026 minutes to remove the specific business reference and replace with general language.

IV. Agenda Approval – Wes

Issues Raised:

- The Board reviewed the April 15, 2026 meeting agenda.
- A board member raised the need to include discussion of board election tabling and logistics.
- The Board discussed timing and participation for election tabling, including coordination with existing commitments.
- A board member raised a broader discussion regarding board composition, including interest in maintaining or expanding board size and the potential for increased gender diversity.
- The Board noted prior agreement not to expand board size after reviewing candidate pool in order to avoid bias in the election process.
- The Board agreed to defer deeper discussion of board composition to the Board Elections section under New Business.

Action Taken:

- Motion to approve the agenda as presented.
- Motion made and seconded. Motion passed unanimously.

Action Required:

None.

6:10 VI. Old Business

Special Events Committee / Earth Day Planning – Ryan

Issues Raised:

- Ryan reported difficulty scheduling the initial meeting for the Special Events Committee due to availability constraints.
- Ryan confirmed that a Special Events Committee meeting did occur prior to the board meeting and noted that updates would be provided during Committee Updates.
- Ryan noted intent to revisit planning for additional programming, including fermentation workshops.

Action Taken:

None.

Action Required:

- Ryan to reschedule follow-up discussion related to fermentation workshops.

Governance Committee Process – Wes

Issues Raised:

- Wes noted the need to convene a Governance Committee meeting to review committee processes and structure.
- Scheduling constraints were discussed, including upcoming travel and availability of committee members.
- The Board discussed using a scheduling poll to identify a viable meeting time.

Action Taken:

None.

Action Required:

- Wes to send a scheduling poll and coordinate a Governance Committee meeting.

Finance Committee Scheduling – Danny

Issues Raised:

- Danny confirmed that recurring quarterly Finance Committee meetings have been scheduled.
- Updates on participation were provided, including one member opting out and another expressing interest in joining.

- The Board discussed that meetings are open for attendance by all board members.

Action Taken:

None.

Action Required:

None.

Feasibility Committee Roles and Process – Board / Jackson

Issues Raised:

- Board members discussed Jackson’s feasibility committee materials and initial outreach regarding roles and contributions.
- Board members expressed lack of clarity regarding expectations, responsibilities, and overall process.
- Concerns were raised that work has been largely document-driven without sufficient discussion, leading to confusion and limited engagement.
- Board members emphasized the need for a dedicated meeting to clarify goals, roles, and next steps.

Action Taken:

None.

Action Required:

- Sheryl to contact Jackson to schedule a Feasibility Committee meeting.

Board Message Rotation Calendar – Ryan

Issues Raised:

- The Board reviewed the Board Message rotation schedule during the meeting and noted inconsistencies in sequencing and timing.
- Adjustments were discussed to align rotation with upcoming board transitions and newly elected members.

Action Taken:

- The Board agreed to revise the rotation schedule, including assigning upcoming messages to Tomas and newly elected board members (after election).

Action Required:

- Ryan to update and circulate the revised Board Message rotation calendar.

6:30 VII. GM Report – Joe

Issues Raised:

- Joe provided an update on marketing efforts, including participation in the Local Deals coupon book distributed to approximately 25,000 households. The Board discussed goals of attracting new customers and re-engaging existing members through targeted promotions.

- The Board discussed the need for more effective coupon strategies, including stronger incentives that drive store visits and clearer messaging to distinguish value.
- Joe reported on expanded involvement with Local First, including a higher-tier membership intended to increase visibility and influence within the organization. Questions were raised regarding ensuring full utilization of associated benefits and tracking return on investment.
- The Board discussed current marketing approach, which emphasizes sponsorships and brand visibility rather than traditional advertising. Examples included local athletics sponsorships and community partnerships.
- Board members suggested exploring additional marketing channels, including radio underwriting (e.g., KSUT), and emphasized alignment with local/community-oriented messaging.
- The Board discussed the importance of clearly communicating the Co-op's local sourcing advantage, including potential use of data or messaging that highlights local product share.
- Joe noted physical capacity constraints at the store, including limited parking and increasing congestion during peak hours, which may limit growth.
- Joe provided an update on facility projects, including replacement of the front door. Installation complexities were discussed, including structural modifications, electrical work, and coordination with contractors.
- The Board discussed broader infrastructure considerations, including timing of the door replacement relative to potential concrete work, ramp improvements, and anticipated city road construction ("road diet").
- The Board discussed operational risks associated with overlapping disruptions (construction, parking limitations, access constraints) and weighed benefits of completing multiple projects simultaneously versus staging them over time.
- Joe reported on additional capital needs, including potential refrigeration upgrades estimated at \$50,000–\$60,000, and noted impact on equity reserves. The Board discussed maintaining financial flexibility and potential use of financing or tax credits.
- The Board discussed long-term facility improvements, including front-of-store redesign, accessibility upgrades, and potential relocation of fixtures such as the coffee station.

Action Taken:

- Motion to approve a budget of up to \$15,000 for replacement of the front door, including associated installation costs.
- Motion made and seconded. Motion passed unanimously.

Action Required:

- Joe to proceed with front door replacement project within approved budget and notify the Board if projected costs exceed the approved amount.

6:45 VIII. Policy Governance

Policy B3 – Asset Protection – Joe

Issues Raised:

- The Board reviewed the B3 monitoring report.
- A board member raised concern regarding password security and broader digital security practices.
- The Board discussed progress toward digitization of records, including employee files and invoices, and noted that a significant volume of historical documents remains in physical form.
- Joe described ongoing efforts to transition records to digital systems, including use of Paylocity and cloud-based storage, and noted operational challenges related to access and workflow for staff.
- The Board discussed long-term considerations regarding ownership and management of financial records, including reliance on external accounting support.
- A board member raised concerns about store security during evening hours, including staffing visibility, parking lot lighting, and employee safety when closing.
- Joe acknowledged vulnerability during late hours, noted existing security measures (lighting, procedures, staff protocols), and indicated that additional improvements (e.g., lighting, procedures) are under consideration.

Action Taken:

- Motion to accept the B3 report as compliant.
- Motion made and seconded. Motion passed unanimously.

Action Required:

None.

Policy D3 – Delegation to the GM – Board

Issues Raised:

- The Board reviewed Policy D3 and discussed interpretation of “reasonable interpretation” within Policy Governance.
- Board members discussed ambiguity in the distinction between Board and operational authority, including examples such as product selection and staff policies.
- The Board discussed potential opportunity to clarify or expand Ends policies to provide greater specificity and guidance.
- The Board noted the importance of maintaining clear separation between governance and operations while ensuring alignment with Co-op purpose and values.

Action Taken:

- Motion to affirm compliance with Policy D3.

- Motion made and seconded. Motion passed unanimously.

Action Required:

None.

6:55 IX. New Business

Board Elections – Board

Issues Raised:

- The Board reviewed the election timeline, noting that voting will occur from April 20 through April 30.
- The Board discussed responsibilities for vote tallying and communication with candidates. Staff confirmed that results will be compiled and shared with the Board by the end of the day following the close of voting.
- The Board discussed process for notifying candidates of results and coordinating onboarding for newly elected members.
- The Board discussed election tabling to encourage member participation, including use of sign-up sheets and prior outreach materials.
- The Board discussed orientation scheduling for new board members, noting the need to complete orientation prior to the May board meeting.
- The Board discussed scheduling constraints and identified potential orientation dates, including May 15 and May 19, with a contingency plan to adjust the May board meeting date if needed.
- The Board discussed improvements to the orientation process, including providing clearer onboarding materials, defining board roles and responsibilities, clarifying distinction between governance and operations, and potentially developing a structured training or course on Policy Governance.
- The Board discussed additional onboarding improvements, including maintaining a list of current board projects, assigning a board mentor (“board buddy”), and improving access to key documents and systems.

Action Taken:

None.

Action Required:

- Ryan to coordinate election tabling schedule and circulate sign-up materials.
- Ryan to coordinate orientation scheduling, including confirming dates with incoming board members.
- Danny to develop draft materials for a Policy Governance training resource to support board orientation.

Board Message – Tomas

Issues Raised:

- The Board discussed timing and content of the upcoming Board Message, including alignment with election timing.
- The Board noted that messaging should acknowledge elections and encourage participation.

Action Taken:

None.

Action Required:

- Ryan to communicate Board Message expectations and timing to Tomas.

Strategic Plan Tracker – Danny**Issues Raised:**

- No update was provided during this meeting due to time constraints.

Action Taken:

None.

Action Required:

- Danny to provide Strategic Plan Tracker update at the next meeting.

7:20 X. Committee Updates

7:35 X. Committee Updates

Executive Committee – Sheryl

Issues Raised:

- Sheryl reported that the General Manager evaluation process has been completed.
- The Executive Committee met to review the evaluation process and discussed potential improvements to the evaluation structure.
- Sheryl reported that Joe requested a compensation adjustment, which was reviewed as part of the evaluation process.
- The Board discussed that a raise was approved and that Joe has signed an updated contract.

Action Taken:

None.

Action Required:

None.

Governance Committee – Wes

Issues Raised:

- The Board discussed scheduling challenges for an upcoming Governance Committee meeting due to travel and availability constraints.
- The Board discussed use of a scheduling poll to identify available meeting times.
- The Board identified a target window for scheduling, including dates following member travel in late April and early May.
- The Board discussed prioritizing progress on Policy Governance process improvements and procedural clarity.

Action Taken:

None.

Action Required:

- Wes to send a scheduling poll and coordinate Governance Committee meeting timing.

Finance Committee – Danny

Issues Raised:

- Danny confirmed that quarterly Finance Committee meetings have been scheduled.
- The Board discussed participation, including confirmed and potential committee members.

Action Taken:

None.

Action Required:

None.

Feasibility Committee – Jackson

Issues Raised:

- The Board discussed ongoing concerns regarding lack of clarity, structure, and engagement in feasibility committee work.
- Board members noted that current efforts have been largely document-driven without sufficient discussion or defined process.
- Concerns were raised regarding reliance on AI-generated materials without clear direction or actionable outcomes.
- The Board emphasized the need to refocus efforts on a specific project and improve clarity of roles and expectations.

Action Taken:

None.

Action Required:

- Sheryl to follow up with Jackson to schedule a Feasibility Committee meeting and clarify next steps.

Special Events Committee – Mads

Issues Raised:

- Mads reported that the committee discussed potential dates for the Harvest Festival, prioritizing August 22, August 29, and September 12.
- The committee discussed maintaining a Saturday event from approximately 3:00–8:00 p.m.
- A preliminary budget of approximately \$12,000 was discussed.
- The committee discussed engaging Kiki as event planner, with expectation that sponsorships and grants may offset costs.
- Potential funding sources were discussed, including a City of Durango grant and local sponsorships.
- The committee discussed adding a large tent to improve event experience in case of weather.
- Volunteer support and operational planning considerations were discussed.

Action Taken:

None.

Action Required:

None.

7:45 XI. Meeting Adjourn

Issues Raised:

None.

Action Taken:

- Motion to adjourn made and seconded. Motion passed unanimously.

Action Required:

None.