



DNF Board Meeting
Oct. 15, 2025 5:30-7:45 pm
Rocky Mt Retreat Center

Time	Subject	Facilitator
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	I. Call to Order	Wes
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	II. Check-in Question	Wes
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DNF Ends Statement

Durango Natural Foods Co-op is a member owned cooperative grocery store serving the Durango area. Our business philosophy is based on 'triple bottom line' values – people, planet, & profits. We do this so that:

- Healthy, local, organic, responsibly-sourced products are available to anyone who wants them.
- Consumers have an uplifting, satisfying, and safe shopping experience.
- Local and regional farmers and producers have a reliable market.
- Our employees have a great place to work.
- Our community has more equitable food distribution.
- Members are part of a socially just and environmentally responsible business.
- Our community has a hub of ideas and visions for the future.

This will ultimately result in a thriving, informed, locally-focused community, which rests on a healthy planet.

	III. Membership Comments or Questions	Board
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Issues Raised:

- A new member shared positive feedback about their experience establishing a new membership and complimented the staff.
- Ryan noted a positive community comment about the Co-op on the Nextdoor app.
- It was noted that staff have been consistently providing strong customer service and creating a welcoming environment.

Action Taken:

- Board acknowledged and appreciated the positive feedback shared by members.

Action Required: None at this time

	IV. Minutes Approval from last meeting	Ryan
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Motion: Ryan
Second: Wes
Approved

V. Agenda Approval

Wes

Issues Raised:

- Wes noted that the “Five Questions from the Board” item was not relevant for this meeting and should be removed.
- Ryan suggested removing the “Move forms to storage unit” item, as this task was already addressed.
- Danny proposed adding an item to discuss creating an Action Item Tracker under old business.

Action Taken:

- Motion by Wes to approve the agenda with the changes noted above.
- Seconded by Danny.
Motion approved unanimously.

Action Required: None at this time

VI. Old Business

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

Issues Raised: The August minutes listed the incorrect payoff date.

Action Taken: Ryan updated the minutes to reflect the correct date of October 20, 2025.

Action Required: None – task complete.

- B. Jackson to schedule meeting with Danny about feasibility committee Jackson

Issues Raised: Meeting has not yet been scheduled.

Action Taken: None.

Action Required: Jackson to schedule a meeting with Danny before the next board meeting.

- C. Joe to open a high-yield savings account with First Southwest Bank. Joe

Action Taken: Initial setup discussions underway.

Action Required: Joe to complete opening of the high-yield savings account.

- D. All board members to review the new conflict of interest form. Board

Issues Raised: Form has not yet been circulated for signature.

Action Taken: None.

Action Required: Danny will confirm with Jackson it is ready for distribution then Ryan to

circulate the revised form for review and signature before the November meeting.

- E. Ryan to send Joe instructions for updating Google “challenge settings”
so all board members can access the board drive. Ryan

Issues Raised: Some board members were unable to log into the shared Board Drive using the board email account. They are, however, able to access the drive via their personal emails so the situation is less dire.

Action Taken: Ryan sent instructions to Joe for adjusting the login security settings.

Action Required: Joe connects with individual board members regarding their access to the board drive (via log-in with board gmail account). Bring a laptop to the next board meeting to resolve in person if not resolved before.

- F. Ryan to update the board calendar to reflect that the GM review
will begin in February 2026. Ryan

Issues Raised: GM review start date on the calendar needed updating.

Action Taken: Ryan updated the calendar to reflect a February 2026 start.

Action Required: None – task complete.

- G. Danny to draft a resolution authorizing loan and Joe’s signing authority. Danny

Issues Raised: The board needed a formal resolution to proceed with the loan.

Action Taken: Danny drafted the resolution and shared it with the board.

Action Required: None – task complete.

- H. Ryan to circulate resolution for board signatures (via DocuSign or hard copy). Ryan

Issues Raised: The board needed a formal resolution to proceed with the loan.

Action Taken: Danny drafted the resolution and shared it with the board.

Action Required: None – task complete.

- I. Joe to pay ~\$50,000 toward TBK loan to meet payoff requirement. Joe

Issues Raised: TBK loan payoff required partial payment before refinancing.

Action Taken: Joe paid approximately \$50,000 on October 15, 2025.

Action Required: None – task complete.

- J. Jackson to circulate draft workflow and categories to the board for input. Jackson

Issues Raised: Workflow for feasibility review still pending circulation.

Action Taken: None yet.

Action Required: Jackson to circulate draft workflow and categories to the board for feedback before the November meeting.

- K. Jackson/Feasibility Committee to convene before the retreat to shortlist
and prepare recommendations. Jackson

Issues Raised: The committee has not yet met to review feasibility priorities.

Action Taken: None.

Action Required: Jackson to convene the committee before the retreat and prepare recommendations. Wes to nudge Jackson on getting this set up as opportunities are presenting themselves.

- L. Tomas and Lauren to schedule a meeting to initiate retreat planning. Tomas/Lauren

Issues Raised: The first planning meeting needed to be scheduled.

Action Taken: Meeting has taken place.

Action Required: None – task complete.

- M. Tomas and Lauren to propose a firm date and location for the retreat. Tomas/Lauren

Issues Raised: Retreat logistics needed to be finalized.

Action Taken: Discussion to continue under “New Business.”

Action Required: Tomas and Lauren to finalize the retreat date and location.

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

Removed from agenda for discussion

- O. Ryan to deliver conflict of interest forms for storage in the secure unit. Ryan

Removed from agenda for discussion

- P. Ryan to adjust meeting minutes formatting going forward to align with Policy C3 Ryan

Issues Raised: Board minutes needed formatting updates for compliance with Policy C3.

Action Taken: Ryan applied the new format consistent with policy (Issues Raised / Action Taken / Action Required).

Action Required: None – task complete.

VII. Action Item Tracker

Issues Raised:

- The board reviewed ongoing and pending action items.
Several items are in progress or have been completed since the September meeting.

Action Taken:

- **Strategic Plan Tracker:** Danny continuing to develop the tracker for board review.
- **Password Manager:** Deferred; Mads will take the lead on implementation.
- **Banking Options:** Joe completed this task — First Southwest Bank identified as the best fit.
- **Employee Census Data for Health Insurance:** Mads and Joe continuing to collect information to support future health insurance quotes.

Action Required:

- **Danny:** Continue development of the strategic plan tracker and present progress at the November board meeting
- **Mads:** Begin setup and testing of a password management system.
- **Mads/Joe:** Complete employee census data collection and prepare for discussion with insurance broker.

VIII. Committee Updates

A. [Governance](#)

Wes

No updates at this time

B. Executive

Wes

Issues Raised:

- Wes noted that he has drafted the Memorandum of Understanding (MOU). The document will be shared with the board for review once finalized.

Action Taken:

- The board agreed to review once Wes circulates it.

Action Required: Wes: Circulate the MOU draft to the board for review and comment prior to the next meeting

C. Finance

Danny

Issues Raised:

- Joe confirmed that the new loan has been approved and that he paid \$50,000 toward the TBK loan on October 15, 2025.
- There is \$73,579.66 remaining to be paid off.
- The new loan amount is \$70,325, meaning the remaining balance difference will need to be paid to First Southwest Bank. Joe will deliver a check directly to the bank to facilitate the transaction.
- Joe is considering moving other banking services to First Southwest Bank.
- Joe is also exploring opening a line of credit with First Southwest Bank as an emergency funding option. This process will involve coordination with Danny and the Finance Committee.
- Joe noted that taxes were submitted the week of October 13. There is approximately \$177,000 in carryforward remaining, which will extend for about two years.

Action Taken:

- Loan approved and payment to TBK completed.
- Taxes submitted and confirmed.

Action Required:

- **Danny:** Schedule a Finance Committee meeting to review quarterly reports one week before the November board meeting.
- **Joe:** Take check to First Southwest Bank to cover remaining loan balance difference.
- **Joe and Danny:** Explore opening a line of credit for emergency use at First Southwest Bank.

D. Feasibility

Jackson

Issues Raised:

- Mads reported that the Yellow Carrot is holding a fire sale on equipment, and the Co-op was able to acquire some kitchen items at a discount.
- The former Yellow Carrot location offers approximately 3,500 square feet of total space, including a 1,500-square-foot kitchen. Rent was \$6,800 per month. While it may not be the right time to pursue, the availability underscores the importance of activating the Feasibility Committee to assess future opportunities.
- Lauren shared insights from the West Slope Startup Conference held the week of October 8, noting that the Co-op may qualify for business tax credits available through the economic development district on Durango's north end.
- Mads reflected on inspiration from the NCG conference, where several presentations focused on co-op expansion models. He intends to reach out to the NCG Expansion Team to request presentation materials and explore next steps.

Action Taken:

- Feasibility discussion emphasized the need to begin gathering data and building readiness for potential expansion opportunities.

Action Required:

- **Mads:** Reach out to NCG presenters to request presentation materials and follow-up resources.
- **Wes:** Follow up with Jackson to check progress on Feasibility Committee activities
- **Mads:** Gather information and a fact sheet about the former Yellow Carrot space and share with Wes.

E. Special Events Committee

Ryan L

Issues Raised:

- Ryan noted that the post-Harvest Fest debrief meeting took place.
- The committee discussed what went well, areas for improvement, and ideas for next year's event.
- Feedback from the board and volunteers emphasized that the event ran smoothly overall but identified opportunities to improve setup communication and expand kid-friendly features.

Action Taken:

- The debrief was completed, and notes were collected for future planning reference. Volunteers have been thanked and retained on the list for future event opportunities.

Action Required: Ryan to compile and share a brief summary of key takeaways from the Harvest Fest debrief with the full board.

IX. New Business**F. 2025 BOD Retreat**

Tomas/Lauren

Issues Raised:

Tomas and Lauren met to plan the 2025 Board Retreat.

- The retreat will be held on Saturday, December 6, 2025, from 9:00 a.m. to 5:00 p.m.
- Location: Still being finalized, with the possibility of an overnight option.
- The proposed layout includes four main sessions centered on applying the Co-op's strategic goals to:
 - Expansion opportunities
 - Diversifying the customer base
 - Translating strategic goals into a feasibility matrix for management to implement

Draft Agenda:

9:00 a.m. – Breakfast and welcome
10:00 a.m. – Focus session
10:30 a.m. – Activity hour
11:00 a.m. – Focus session
12:30 p.m. – Lunch
1:30 p.m. – Discussion: Physical expansion
2:30 p.m. – Activity hour
3:30 p.m. – Final focus session
4:30 p.m. – Closing and next steps discussion

- A conversation was held about the connection between potential expansion and the requirement to offer employee benefits once the Co-op reaches 50 full-time equivalent employees.
- Wes suggested hiring a consultant to educate the board on options for providing employee health insurance.
- Tomas discussed connecting Co-op managers with the Southwest Colorado Small Business Development Center and the Region 9 Economic Development District for business planning support. Lauren had also attended a recent event held by them and was supportive of this idea, offering to connect Joe and Mads to some folks from the Development Center and beyond.

Action Taken:

- Preliminary retreat agenda and objectives were drafted and shared.
- Planning committee identified initial topics and external partners for follow-up.

Action Required:

- **Tomas:** Connect Joe and Mads with the Southwest Colorado Small Business Development Center and Region 9 Economic Development District.
- **Lauren:** Email Jamie Finney to connect with Joe and Mads regarding expansion discussions.
- **Lauren and Tomas:** Continue refining retreat logistics and finalize location and session details.
- **Mads and Joe:** Identify potential trainers or consultants for the board retreat and share suggestions with the board.

G. October Board Message

Lauren

Issues Raised:

- The board discussed the next member board message and agreed that Lauren will draft it.
- The message will include:
 - A thank-you to members for participating in the annual survey.
 - A brief introduction from Lauren as a board member.
 - An update that planning for the 2025 Board Retreat has begun.
- The board confirmed that Lauren will share the draft with board members for feedback before sending it to Jacob.
- The final version is due to Jacob by **October 29, 2025**, for inclusion in upcoming member communications.

Action Taken:

- Lauren agreed to draft and circulate the message to the board for input before submitting it to Jacob.

Action Required:

- **Lauren:** Draft the next board message and share it with the board for review before sending the final version to Jacob by **October 29, 2025**.

A. Annual Survey- 5 questions from board

Board

Removed from Agenda

X. GM report/questions, comments

Board

Issues Raised:

- Joe provided a brief update on store operations and general performance.
- Ryan asked about the store's refrigeration units; Joe reported that refrigeration is currently stable, though maintenance and monitoring continue to be a priority given past issues.
- Several board members noted that discussion time for the GM Report often gets cut short at the end of meetings.
- The group discussed moving the GM Report earlier in the agenda to allow for more meaningful conversation and oversight.

Action Taken:

- The board expressed agreement that the GM Report should receive adequate time for discussion and that it may make sense to shift its placement earlier in future agendas.

Action Required:

- **Wes:** Consider adjusting future board meeting agendas to move the GM Report earlier to ensure sufficient discussion time.

XI. Policy Governance

- The board conducted its scheduled policy review of D4 – Monitoring General Manager Performance.
- The policy outlines how the board evaluates GM performance through monitoring reports, ensuring alignment with organizational goals and established limitations.

Action Taken:

- Motion by Wes that the board is in compliance with D4 – Monitoring GM Performance.
- Seconded by Danny.
Motion approved unanimously.

Action Required:

- None.

XII. Meeting Adjourn**Issues Raised:**

- With no further business, Wes called for adjournment
- Seconded by Danny
- Motion approved unanimously

Action Taken:

- Meeting adjourned

Action Required:

- None.

Policy Type: Board-Management Relationship

Policy Title: D4 – Monitoring GM Performance

Last Revised: November 16, 2022

The Board will systematically and rigorously monitor and evaluate the GM's job performance compared to expectations set forth in Board policies.

1. The Board will acquire monitoring information by one or more of three methods:

- (a) by internal report, in which the GM discloses policy interpretations and compliance information to the Board;
- (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or
- (c) by direct Board inspection, in which a designated director or committee assesses compliance with the policy.

2. In every case, the Board's standard for compliance will be any reasonable GM interpretation (as described by operational definitions and metrics) of the Board policy being monitored. The Board is the final arbiter of reasonableness but we will always judge with a "reasonable person" test rather than with interpretations favored by individual directors or by the Board as a whole.

3. The Board will accept that the GM is compliant with a policy if he/she presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.

4. The Board will monitor all policies that instruct the GM. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.

5. The Board will evaluate the General Manager 6 months and one year after the date of hire and annually thereafter, based on a summary of monitoring reports reflecting that evaluation period.

6. The Board shall maintain a Finance Committee for the purpose of financial oversight of the General Manager. This committee will meet at least quarterly to review and discuss the quarterly financial reports, and will ideally consist of community members who possess a professional level of financial understanding, with the Treasurer as the Chair.

