



DNF Board Meeting
 July 19th, 2023 5:30-7:45pm
 Rocky Mt Retreat Center

| Time | Subject | Facilitator |
|------|---------|-------------|
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In attendance: Ryan E., Wes, Kate, Sheryl, Ryan L. Joe (CoOp staff), Mads (CoOp staff)

5:41 I. Call to Order

- | | |
|--------------------------------|-------|
| ● Check In Question | Wes |
| ● Global Governance Commitment | Board |

The Board of Directors (BOD) shall assure that the Cooperative’s purpose, mission, and principles are carried out in the interests of its member/owners, while avoiding any action detrimental to the Cooperative. Acting on behalf of our owners, the Board ensures the success of the cooperative by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our cooperative, and perpetuating our democratic organization.

Wes Read

5:40 II. Membership Comments or Questions

There was a customer in the store today who had a comment about adding more signage for food that is not organic. Mads had a conversation with them about labels and the nuances of them.

III. Minutes Approval from last meeting Hadley

Motion made: Wes
 Second: Kate
 Approved: unanimously

IV. Agenda Approval Sheryl

Wes:

Motion made: Motion to add in new business - have new board members sign the conflict of interest forms
 Second: Kate
 Approval: unanimously

5:50 V. Old Business

- | | |
|---|--------|
| A. Updated and signed loan agreement to Pat Blair | Sheryl |
| B. Great Western liability amount in Google Drive | Wes |
| C. Special Events Committee meetings set | Hadley |
| D. Hadley to update C8 in policy governance manual | Hadley |
| E. Wes to send a final draft of board mission statement to directors for input. | Wes |

- A. Sheryl noted the copy of the signed form is with Pat. The other loan agreements were brought up but it was decided there was no need to pursue them.
- B. Wes will follow up for the next meeting.
- C. Done
- D. Wes verified this has been done.
- E. Wes sent this over for the board to review on 7/19/13. The board will review before the next meeting and can be [found here](#).

6:10 VI. Committee Updates

| | |
|-----------------------------------|--------|
| A. Governance | Wes |
| B. Executive | Sheryl |
| C. Finance | Kate |
| D. Feasibility | Cody |
| E. Special Events Committee | Sheryl |
| F. Fundraising Committee (ad hoc) | Kate |

- A. Governance committee had two working meetings and they have gotten through section 5. They will schedule the next meeting and about halfway through the work.
- B. No updates
- C. The next Finance Committee meeting is in August and Kate will coordinate schedules with the members.
- D. The La Paloma space is no longer being explored. The next conversation is around the purpose of the committee moving forward. Joe noted the CoOp is open to other opportunities as they arise and encouraged board members to keep their ears open.

Wes question: If the CoOp wanted to start a micro business, where would the funds come from?

Joe: equity most likely. There are other operational costs that would take precedent

- E. Sunday, October 1 from 3pm - 7pm. Sheryl is working on the permits for Rotary Park including space permit, alcohol permit, and permits with fire department. The City had questions:
 - a. Open to public? - Yes
 - b. Selling alcohol - yes, vendors will be

Mads: Vendors have started to confirm - Omni Bagels, Sola Vita, Love Tempeh, Nomad (clothes), Farm to Summit, Desert Sun (may not table but may support)

Mads: Has been in conversation with the band. They are a fun, dancy five piece. They are OK with partial payment in store credit.

Wes: Asked about the annual meeting portion of the event.

Sheryl: Discussion was about having a table staffed with board members and copies of the annual report.

A discussion was had about the event and the board brainstormed some ideas. A committee meeting will be set in the near future to continue this conversation.

- F. Kate gave an overview of this history of the committee (two projects - roof and refrigeration). The roof has been fixed. Joe and the committee have decided the board doesn't have a role, currently, in helping raise for the refrigeration.

Sheryl: Spoke with a representative from Region 9 regarding some funding that may be available for the CoOp to help fix the roof.

6:30 VII. General Manager Update and Questions

We will run out of Double Up Food Bucks by the end of August. There was hope funding would be found however only about \$11,000 was

One family is currently using the Fresh to Flourish program

Sidewalk repair begins next week. This will cost the CoOp about \$11,000. This work was mandated by the city.

Question from Ryan E: What is the reporting process for Fresh to Flourish?

Joe: Fortunately, very similar to Double up Food Bucks thus the reporting can be replicated easily.

Ryan L: What is the timeline for applying for the new Double up Food Bucks program?

Joe: The program starts in January however applications don't typically come out until March.

6:50 VIII. Policy Governance Review

- A. Review Policies: B5 (Treatment of Consumers) Joe

Sheryl: Motion to accept that Joe is in compliance

Second: Wes

approved: Unanimously

- B. Review Policy: C1 (Governing Style) Board

Wes: Motion to accept that Joe is in compliance

Second: Sheryl

approved: Unanimously

7:10 IX. New Business

- A. Board Message (7/24 due to board, 7/28 to Ryan) Cody
- B. Policy B1
- C. Follow Up with Chrissy on Charter for Special Events Committee & name change Hadley
- D. Add a reserve account?
- E. Road Diet Request Doc/Folder progress Wes
- F. Chairs for committees/Voting for Officers Board
- G. Joe's request to raise spending from 3K to 10K Board
- H. Date for Board Retreat (end of Oct/beginning of Nov) Sheryl
- I. Update Board Calendar Hadley
- J. Confirm conflict of interest forms for new BOD Wes

- A. Yes, cody is aware he is on the board message this month.

- B. Wes: Motion to amend Policy B1 to increase the capitol expenditure amount to \$10,000 while adding the clause for Gm to communicate capital expenditures.
Second: Sheryl
Approved: Unanimously
- C. It was determined this as a non item
- D. Joe gave an overview of how CoOps are mandated to manage funds on years they make a profit.
Joe suggested a \$1 million reserve would be appropriate for the CoOp.

Sheryl: How would you manage those funds, would you set up a separate account?

Joe: Suggested holding a reserve (they can hold 80%, legally) for capital projects, etc.

Joe said we need to check to see if the approval of this process took place during a meeting in June, 2021. The minutes in question were part of the meeting minutes that were missing however, Cody found them.

E.

Sherly: Motion to remain president of the Durango Food CoOp

Kate: second

Approval: Unanimous

Wes: Motion to remain vice-president of the Durango Food CoOp

Ryan E: second

Approval: Unanimous

Kate: Motion to remain treasurer of the Durango Food CoOp

Wes: second

Approval: Unanimous

Wes: Motion to remain chair of the Durango Food CoOp governance committee

Kate: second

Approval: Unanimous

We will hold off on voting for the Special Events Committee Chair, Secretary, Feasibility Committee Chair

7:35 X. Strategic Plan Review

- 1. Improve internal and external communications to strengthen cooperative participation**

7:45 XI. Adjourn

Action Items:

Sherly: Put copy of the new loan agreement with Pat in the shared drive

Wes: Great Western liability amount in Google Drive

Sherly: Send invoice for permit from the city to Joe

Sherly: Send meeting invite for City permit review to Mads, Ryan (CoOp staff), and Joe (Thursday, August 3, from 1pm - 2:15pm | Location Wyndham Room in Rec Center.

Kate: Will reach out to Tiffany Brodersen, Community Grant Writer, from Region 9

Joe: Will look at the missing 2021 minutes (currently in the Goole Drive) to see if the policy regarding the CoOp's managing funds that are profit.

Sherly: Will set up an adhoc meeting with entire board

Wes: Will provide content for the road diet meeting

Wes: For August 2023, add voting for the Special Events Committee Chair, Secretary, Feasibility Committee Chair

Ryan L: Sign conflict of interest form before the next board meeting

Ryan E: Sign conflict of interest form before the next board meeting

Policy Type: Executive Limitations

Policy Title: B5 – Treatment of Customers

Last Revised: September 28, 2015

The General Manager must not be unresponsive to customer needs.

The GM must not:

Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.

Fail to provide education of member/owners and the community at-large to include, at minimum, cooperative ideas and principles.

Fail to provide customers with a safe and pleasant shopping environment, including superior customer service.

Fail to provide customers with product policy information

Policy Type: Board Process

Policy Title: C1 – Governing Style

Last Revised: July 21, 2022

The Board will govern in a way that (1) emphasizes strategic and proactive leadership, (2) provides clear distinctions of Board and management roles, (3) deliberates in many voices but governs in one voice and (4) in a manner consistent with the Four Pillars of Cooperative Governance (Teaming: successfully working together to achieve common purpose; Accountable Empowerment: successfully empowering people while at the same time holding them accountable for the power granted; Strategic Leadership: successfully articulating the cooperative's direction/purpose and setting the organization up for movement in this direction; Democracy: successfully practicing, protecting, promoting and perpetuating our healthy democracies) In order to do this, we will:

Be a strategic leader by focusing our vision outward and toward the future.

Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between board and management responsibilities.

Observe the 9 Policy Governance principles (Ownership, Position of Board, Board Holism, Ends Policies, Board Means Policies, Executive Limitations Policies, Policy Sizes, Clarity and Coherence of Delegation, Any Reasonable Interpretation, Monitoring)

Maintain team discipline, authority and responsibility.

Practice the habits of a successful democracy.

Obey all relevant laws and bylaws.