

# DNF Board Meeting

May 20, 2026 | 5:30-7:45 p.m.

Rocky Mt Retreat Center

## 5:30 I. Call to Order – Sheryl

### Issues Raised:

- Sheryl called the meeting to order at 5:30 p.m.
- Sheryl opened with an acknowledgement of the Co-op's historical relationship with Rocky Mountain Retreat Center and the Blair family, including their longstanding connection to DNF's founding and history.

### Action Taken:

- None.

### Action Required:

- None.

## II. Check-in Question – Sheryl

### Issues Raised:

- The Board skipped the check-in question due to time constraints.
- The DNF Mission Statement and Cooperative Principles were read aloud.

### Action Taken:

- None.

### Action Required:

- None.

### DNF Mission Statement

Durango Natural Foods is a cooperatively owned grocery, providing our community with quality local, natural and organic foods and products at a reasonable cost. We are committed to offering excellent customer service and education, while upholding the cooperative principles.

### Cooperative Principles:

- Voluntary and open membership
- Democratic member control
- Member economic participation
- Autonomy and independence
- Education, training, and information
- Cooperation among cooperatives
- Concern for the community

## III. Membership Comments or Questions – Board

### Issues Raised:

- Board members shared positive member feedback regarding new deli items, including the gochujang tofu, and noted appreciation for sushi being available again.
- Board members also shared positive feedback regarding the coffee slushy.

### Action Taken:

- None.

**Action Required:**

- None.

## **IV. Minutes Approval from last meeting – Ryan**

**Issues Raised:**

- The Board reviewed the April 2026 meeting minutes.

**Action Taken:**

- Ryan made a motion to approve the April 2026 meeting minutes. The motion was seconded. Motion approved.

**Action Required:**

- None.

## **V. Agenda Approval – Sheryl**

**Issues Raised:**

- The Board reviewed the May 2026 meeting agenda.
- The Board noted that the specific business name referenced in the agenda should be removed and replaced with general language.

**Action Taken:**

- Lauren made a motion to approve the agenda. The motion was seconded. Motion approved.

**Action Required:**

- Ryan to remove the specific business name from the agenda and replace it with general language.

## **6:00 VI. Old Business**

### **A. March 2026 Minutes Business Reference – Ryan**

**Issues Raised:**

- The Board confirmed the specific business reference should be removed from the March 2026 minutes and replaced with general language.

**Action Taken:**

- Ryan confirmed the update was completed or would be completed.

**Action Required:**

- Ryan to ensure the specific business name is removed from the March 2026 minutes and replaced with general language.

### **B. Fermentation Workshop Follow-Up – Ryan**

**Issues Raised:**

- Ryan noted he had not scheduled a separate follow-up discussion due to other Board workload during the month.

- The Board discussed that Harvest Fest may provide a better opportunity to begin incorporating workshop-style programming, including fermentation-related programming, because more planning support will be available through the event process.

**Action Taken:**

- None.

**Action Required:**

- None.

### **C. Feasibility Committee Meeting Scheduling – Sheryl**

**Issues Raised:**

- Sheryl confirmed she contacted Jackson regarding scheduling a Feasibility Committee meeting.
- Jackson will provide further updates during the Feasibility Committee section.

**Action Taken:**

- Sheryl contacted Jackson.

**Action Required:**

- None.

### **D. Board Message Rotation Calendar – Ryan**

**Issues Raised:**

- Ryan confirmed the Board Message rotation calendar was updated during the prior meeting.
- Don was identified as the next person responsible for the Board Message.

**Action Taken:**

- Ryan updated the Board Message rotation calendar.

**Action Required:**

- Ryan to send Don the link to the folder where prior Board Messages are stored.

### **E. Front Door Replacement – Joe**

**Issues Raised:**

- Joe reported that a deposit of approximately \$6,000 was paid for the front door replacement and that he is awaiting a start date.
- Joe noted the vendor is approximately two months out and that installation will need to be coordinated with the store's contractor because the opening must be widened.

**Action Taken:**

- Joe paid the deposit and moved the project forward.

**Action Required:**

- Joe to continue coordinating the front door replacement and update the Board when a start date is confirmed.

### **F. Strategic Plan Tracker – Danny**

**Issues Raised:**

- Danny provided an overview of the Strategic Plan Tracker in the Board Drive, including its location in the strategic planning folder.

- Danny noted that the tracker includes financial metrics, potential membership metrics, and a “how to use” page.
- Danny described the intent to enter one row of financial metrics each quarter so the Board can track trends over time and view data more easily across reports.

**Action Taken:**

- Danny provided the Strategic Plan Tracker update.

**Action Required:**

- Joe to provide feedback to Danny if any financial metrics are unclear or difficult to track.

## 6:15 VII. GM Report/questions, comments – GM/Board

**Issues Raised:**

- Joe and Mads provided updates from the Manager’s Report.
- Staffing was discussed, including recent short staffing in the deli and broader hiring needs. Mads reported completing multiple interviews and noted that several strong applicants and returning summer staff are in process, though some may only be available seasonally.
- The Board discussed the City road work/road diet project and its current impact on access to the Co-op. Joe noted that the work has not yet fully blocked normal access, but additional sidewalk, lighting, milling, and paving work remains. The Board discussed uncertainty about when entrances may be impacted and the lack of clarity regarding City compensation or support for affected businesses.
- Joe discussed increased use of Fresh to Flourish and Double Up Food Bucks at the Co-op. Board members noted that the program’s impact is significant and discussed whether the Co-op should communicate more publicly about this, including through the newsletter or potential media coverage.
- The Board discussed NCG updates and Joe’s concerns about broader movement toward hybrid co-op models that carry more conventional products. Joe noted that DNF’s identity as a natural foods co-op remains important, especially given competition from other grocery stores and the need to maintain a clear niche.
- Board members discussed the 2026 Board election turnout, noting that participation increased from the prior year but remained below the Board’s goal. Discussion included possible reasons members may not vote, including lack of candidate familiarity, limited engagement, and the difficulty of turning awareness into action.

**Action Taken:**

- None.

**Action Required:**

- None.

## 6:30 VIII. Policy Governance

### B1 – Financial Condition and Activities – Joe

**Issues Raised:**

- Joe and Danny reviewed the B1 report and related financial materials. Danny noted that detailed review of the P&L and balance sheet occurred through the Finance Committee process, with the Board discussion focused on higher-level themes.
- Danny reported that inventory is approximately 20% higher than the prior year, driven by more goods on hand rather than increased cost of goods. Joe noted produce inventory can vary depending on whether inventory is counted before or after a produce delivery.

- Danny noted that margins appear healthy, with sales and cost of goods both increased year over year and margins remaining generally consistent with prior performance.
- The Board discussed net income compared with the prior year and noted an accounting adjustment related to suspense items that may affect interpretation of the quarter.
- The Board discussed federal tax payments, carryforward issues, and retained patronage/dividends related to NCG. Joe explained that NCG retained patronage is expected to be repaid over time and should not be treated as permanently unavailable.

**Action Taken:**

- Danny made a motion to accept the B1 report as compliant. Ryan seconded. Motion approved unanimously.

**Action Required:**

- None.

## C5 – Officers’ Roles – Board

**Issues Raised:**

- The Board reviewed C5 – Officers’ Roles.
- The Board discussed whether current officer role language accurately reflects the Board’s use of a co-president structure and how formal titles should align with bylaws, policy, external reporting, and internal Board practice.
- The Board discussed the role of the president, vice president, treasurer, and secretary, including the need for clear leadership, continuity, accountability, and administrative coordination.
- The Board noted that Governance Committee review of officer role language may be needed to clarify how the Board’s internal co-president practice fits within formal policy language.

**Action Taken:**

- Motion made and seconded to affirm compliance with C5. Motion approved.

**Action Required:**

- Governance Committee to continue reviewing C5 officer role language as part of broader policy revision work.

## 6:50 IX. New Business

### A. Voting on Officer Roles – Board

**Issues Raised:**

- The Board discussed officer roles following the Board election and transition of outgoing leadership.
- Discussion included whether to continue operating with a co-president model, how that model fits within formal officer titles, and the importance of clear leadership, continuity, accountability, and committee support.
- Board members discussed that Sheryl has provided continuity in the president role and that Danny expressed interest in stepping into broader leadership while continuing to support finance-related work.

**Action Taken:**

- Lauren nominated Sheryl for President. Danny seconded. Motion approved unanimously.
- Tomas nominated Danny for Vice President. Lauren seconded. Motion approved unanimously.
- Lauren nominated Don for Treasurer. Jackson seconded. Motion approved unanimously.
- Danny nominated Ryan for Secretary. Tomas seconded. Motion approved unanimously.

**Action Required:**

- Ryan to update Board officer roles in the Board Drive.

## **B. Committee Chairs and Board Director Committee Members – Board**

### **Issues Raised:**

- The Board discussed committee chair roles and the need for board members to take active roles in committees to distribute workload and support continuity.
- Jackson asked to step down as Chair of the Feasibility Committee due to capacity constraints while remaining available to participate and support analysis.
- Ryan confirmed willingness to continue as Chair of the Special Events Committee.
- The Board discussed that the Treasurer chairs the Finance Committee, making Don the Finance Committee Chair.
- Lauren expressed interest in chairing the Feasibility Committee, and the Board supported Lauren stepping into that role.
- Governance Committee Chair remained unresolved and will need to be revisited.

### **Action Taken:**

- By consensus, Ryan continued as Chair of the Special Events Committee.
- Don became Chair of the Finance Committee by virtue of serving as Treasurer.
- By consensus, Lauren became Chair of the Feasibility Committee.

### **Action Required:**

- Board to revisit Governance Committee Chair appointment at a future meeting.

## **C. Update on Potential Business Acquisition / Set Up Meeting with Business Owner and BOD – Joe/Board**

### **Issues Raised:**

- Danny gave an overview of the document he prepared regarding the potential acquisition opportunity and the process for evaluating purchase options, due diligence needs, task allocation, decision gates, and possible use of outside consultants.
- Danny summarized initial findings from financial review, noting that the business appears unprofitable and declining in revenue, with operating losses in recent years, thin equity, negative retained earnings, and reliance on owner support.
- Danny noted that the business carries an approximately \$105,000 Economic Injury Disaster Loan (EIDL), and that due diligence is needed to determine whether the loan would become due at closing or whether it could be assumed, depending on deal structure.
- Danny stated that DNF appears financially capable of pursuing an acquisition if structured carefully, but recommended focusing on an asset purchase rather than acquiring the full business entity due to financial, debt, and compliance concerns.
- The Board discussed potential implications for DNF's 501(c)(12) status and the need to understand member-owner revenue requirements before moving forward.
- The Board agreed that the Feasibility Committee needs to meet promptly to continue analysis and determine next steps.

### **Action Taken:**

- None.

### **Action Required:**

- Lauren to schedule a Feasibility Committee meeting to continue review of the acquisition opportunity and related due diligence.

## D. Board Message – Don

### Issues Raised:

- The Board discussed Don's upcoming Board Message.
- Suggested themes included introducing himself to the membership, thanking members for participating in Board elections, continuing the Board Message theme of highlighting cooperative principles, and noting upcoming community events such as River Days.
- Ryan explained that prior Board Messages are stored in the Board Drive and that recent messages have each focused on a cooperative principle.

### Action Taken:

- None.

### Action Required:

- Don to draft the Board Message and circulate it to the Board for review before publication.
- Ryan to send Don the link to the Board Message folder and update the Board contact list with Don's information.

## E. Strategic Plan Tracker Update – Danny

### Issues Raised:

- Danny provided the Strategic Plan Tracker update during Old Business.

### Action Taken:

- None.

### Action Required:

- None.

## F. Conflict of Interest Form – Don

### Issues Raised:

- The Board noted Don needs to complete the Conflict of Interest form.

### Action Taken:

- None.

### Action Required:

- Danny to send Don the Conflict of Interest form via DocuSeal for electronic signature.

## G. Member Survey Reports – Ryan

### Issues Raised:

- Ryan discussed the member survey reports he prepared and circulated to the Board and staff, including a shorter Board-focused summary and a more detailed report with operational implications for staff review.
- Ryan noted key Board-level themes, including the need to improve Board awareness, election participation, candidate information accessibility, and communication about the Board's role.
- Affordability was identified as a recurring theme in the survey and an ongoing issue for the Co-op to address.
- Joe noted that the member survey has historically been primarily an operations tool, but that Board engagement with the results is useful. Joe also noted the importance of reporting survey results back to members.

- The Board discussed the strong difference between survey participation and election participation, noting that the survey received more than 900 responses while Board election participation was substantially lower. The Board discussed whether incentives, register reminders, and member engagement explain the difference.
- Board members discussed continuing Board tabling and direct member engagement as a way to help members better understand the Board's role.

**Action Taken:**

- None.

**Action Required:**

- Board and staff to continue review of the member survey reports and identify relevant follow-up opportunities.

## 7:20 X. Committee Updates

### A. Executive – Sheryl

**Issues Raised:**

- Sheryl reported that officer role discussions and GM evaluation follow-up had already been addressed earlier in the meeting.

**Action Taken:**

- None.

**Action Required:**

- None.

### B. Governance – Sheryl/Joe/Mads

**Issues Raised:**

- The Board noted that Governance Committee work is ongoing, including review of policy language and officer role structure.
- The Board also noted that the Governance Committee still needs a chair.

**Action Taken:**

- None.

**Action Required:**

- Board to identify a Governance Committee Chair at a future meeting.

### C. Finance – Danny

**Issues Raised:**

- Danny noted that the Finance Committee met and reviewed the B1 financial materials in detail.
- Danny also reported that Tim Wheeler has a standing conflict with the current quarterly Finance Committee meeting time, and the Board may need to adjust the recurring schedule if Tim is to participate.

**Action Taken:**

- None.

**Action Required:**

- Finance Committee to consider adjusting the recurring meeting schedule to support outside committee member participation.

#### **D. Special Events – Ryan**

##### **Issues Raised:**

- Ryan reported that the Special Events Committee met on May 13 with Kiki to begin 2026 Harvest Festival planning.
- The event date and time were confirmed as Saturday, August 22, 2026, from 2:00 to 7:00 p.m. at Rotary Park.
- Ryan noted the time was shifted earlier to reduce breakdown in the dark while maintaining a five-hour event.
- The preliminary event budget remains approximately \$12,000, including Kiki's event planning services.
- Kiki has begun work on the Rotary Park reservation and special event permit process. Kiki will coordinate primarily through Jacob for staff-side logistics to reduce the burden on Joe and Mads.
- The committee discussed improving the welcome table and entry flow, strengthening Board presence and member engagement, improving sound, tightening budget tracking, and starting promotion earlier.
- Ryan stated that Board members are expected to attend and assist with setup, event presence, and breakdown as much as possible. Don noted a caregiving conflict that limits his availability, and the Board acknowledged that exception.
- The committee discussed adding more interactive programming and workshop-style activities, using the Dandelion Festival as a model for having multiple things happening throughout the event.
- The committee discussed pursuing outside funding, including the City/local event grant and sponsorships. Kiki is expected to help pursue sponsorships and grant funding.

##### **Action Taken:**

- None.

##### **Action Required:**

- Special Events Committee to continue planning the 2026 Harvest Festival and coordinate with Kiki.

#### **E. Feasibility – Jackson**

##### **Issues Raised:**

- Feasibility Committee updates were addressed earlier under New Business during the discussion of the potential business acquisition opportunity and committee chair transition.

##### **Action Taken:**

- None.

##### **Action Required:**

- Lauren to schedule a Feasibility Committee meeting.

#### **7:45 XI. Meeting Adjourn**

##### **Issues Raised:**

- None.

##### **Action Taken:**

- Motion to adjourn made and seconded. Motion approved.

##### **Action Required:**

- None.