



Regular Board Meeting
February 20th 2020, 5:00 – 7:00pm
Durango Joe's Conference Room

In Attendance: Cody Reinheimer, Weston Medlock, Rachel Marie Bennet, Joe Zwiebach, David Konikowski, Kelly Rogers

Time	Subject	Facilitator
I.	Call to Order	
	Check In	
	Ends Statement	Read by Rachel
II.	Membership Comments or Questions	
	<ul style="list-style-type: none">• None	
III.	Minutes Approval from last meeting	
	<ul style="list-style-type: none">• Weston moved to approve the Minutes from the January Board meeting. Rachel seconded. Motion carried	
IV.	Agenda Approval	
	<ul style="list-style-type: none">• The Agenda was approved, without any changes	
V.	GM Report & Financial Update	
i.	Issues Raised:	
	<ul style="list-style-type: none">a. GM reported that he has better organized and updated the payroll documentationb. GM reported that the computers' software has been updated and now working to organize the filing and documentationc. Cody commented on The Herald's nonprofit rate for DNF advertising, but also expressed that he is unsure that The Herald may not be our core marketing and that DNF may want to find a media outlet that targets DNF's core demographicd. Rachel asked if the department heads have budgets and sales numbers for their respective departments and Joe expressed confidence that the department heads have access to their department numbers and are in compliance.e. GM is currently crafting the newly opened job descriptions various positionsf. Cody requested that the Board receives Sales Per Labor Hour for each department	
ii.	Action Taken: none	
iii.	Action Required: GM to provide Sales per Labor Hour for all departments	
iv.	Attachments: none	
VI.	Committee Updates	
i.	Issued Raised:	
	<ul style="list-style-type: none">a. <u>Finance Committee</u>: The Finance Committee met in January for a little over two hours. The Finance Committee Charter will be finalized soon and distributed to the Board. While Rachel was hoping for a little more input and feedback from the committee, she still feels that the committee is a valuable asset for the Co-ops financial oversight. The next FC meeting in March plans to assess DNF's 2019 4th quarter financials.b. <u>Governance Committee</u>: The Governance Committee has been making progress with assessing the DNF Bylaws. The GC has adopted their Charter and shared it with the Board.c. <u>Feasibility Committee</u>: The Feasibility Committee has not met since January Board meeting but seeks to meet soon and begin developing a strategic direction.d. <u>Annual Celebration Committee</u>: The Annual Celebration Committee has met twice since the January Board meeting and is excited to have organized the date & time (April 11th from 6:30-11:00), at the VFW with food, brews, live music, and marketing strategies. The ACC will be meeting again on Wednesday 2/26.	

- ii. Action item: Rachel will send the Finance Committee charter and Finance Committee meeting notes to the Board
- iii. Attachments: none

VII. Old Business

A. Follow up on January minutes Action Items:

- i. Issues Raised:
 - a. The Finance ~~and Governance~~ Committees still need to finalize their Charters and distribute them for Board approval
 - b. The Annual Celebration Committee has finalized their Charter
 - c. The Finance Committee is waiting on final number to determine the Board's budget
 - d. All Board members have completed the Board Recruitment Matrix
- ii. Action Taken: none
- iii. Action Required: The Finance ~~& Governance~~ Committee needs to finalize Charters
- iv. Attachments: none

B. Board Budget:

- i. Issued Raised:
 - a. Board budget has not yet been completed
- ii. Action Taken: none
- iii. Action Required: GM to provide final numbers to Rachel and the Board to determine the Board's budget
- iv. Attachments: none

C. Year End Financials:

- i. Issued Raised:
 - a. Cody stated the importance and need for the GM to separate the Root Cellar Fund from the Equity Fund in order to reflect proper financial categorization
 - b. Rachel commented that there are some redundancies with several line items in the financial report that could be merged together to help consolidate YEF reports
- ii. Action Taken: none
- iii. Action Required: GM to organize Year End Financials in order to compare with 2018 & 2019
- iv. Attachments: none

VIII. Policy Governance Review

A. Review Policy B1, Financial Condition & Activities

- i. Issues Raised: none
- ii. Action Taken: Cody motioned to approve B1. Rachel seconded. Motion carried
- iii. Action required: none
- iv. Attachments: none

B. Review Policy D2, Accountability of the GM

- i. Issues Raised:
 - a. The staff is allowed to contact the Board if there is a reasonable need (outlined in the DNF Employee Manual)
 - b. The GM is currently researching and creating updated employee handbooks for staff and has distributed these updates to staff to receive feedback
- ii. Action Taken: Rachel moved that we are not in compliance with Policy D2, due to recent staff concerns. Cody seconded the motion. Motion carried.
- iii. Action Required: GM to address staff concerns and promptly resolve any issues
- iv. Attachments: none

IX. New Business

A. FZ Contract Termination & need for Financial Services

- i. Issues Raised:
 - a. The GM is currently looking for a new accounting firm or in-house bookkeeper
 - b. Cody has a potential candidate for an in-house bookkeeper
 - c. There was concern regarding an in-house bookkeeper due to the limited physical working space at DNF
- ii. Action Taken: none
- iii. Action Required: GM is tasked with finding a new bookkeeping/accounting firm
- iv. Attachments: none

A. Board Recruitment

i. Issues Raised:

a. The Board applications are due on March 21st and there are five seats currently available

b. Cody challenged the Board to reach out to at least two potential Board candidates each

ii. action Taken: none

iii. Action Required: Current Board to actively reach out to potential Board candidates

iv. Attachments: none

X. **Other Announcements**

XI. **Meeting Adjourn at 7:35**

XII. **Executive Session**

Submitted by Weston Medlock, Vice President