



DNF Board Meeting
Nov 19, 2025 5:30-7:45 pm
Rocky Mt Retreat Center

Time	Subject	Facilitator
5:30	I. Call to Order	Sheryl
	Sheryl	
	II. Check-in Question	Sheryl
	DNF Board of Directors Mission Statement	
	<p>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.</p>	
	II. Membership Comments or Questions	Board
	<p>A member expressed that they miss Taco Day at the Co-op. A member noted they were happy to see Bread Bakery loaves available pre-sliced. A member asked when the front door would be repaired.</p>	
	<p>Action Taken: Feedback acknowledged by the board and GM. Joe briefly responded regarding the door repair timeline.</p>	
	<p>Action Required: None at this time.</p>	
	III. Minutes Approval from last meeting	Ryan L
	<p>Motion: Ryan Sheryl: Second Approved: Unanimously</p>	
	IV. Agenda Approval	Sheryl
	<p>Motion: Sheryl Second: Tomas Approved: Unanimously</p>	
5:50	V. Old Business	
	A. Jackson to schedule meeting with Danny	Jackson
	<p>Issues Raised: The meeting between Jackson and Danny regarding feasibility work has not yet been</p>	

scheduled.

Action Taken: None.

Action Required: Jackson will schedule the meeting with Danny and report back at the next board meeting.

B. Joe to complete task of opening high-yield savings account Joe

Issues Raised: Joe reported that he is actively working with First Southwest Bank to open the high-yield savings account. The process is underway and communication with the bank is ongoing.

Action Taken: Update provided; task remains in progress.

Action Required: Joe will continue coordinating with First Southwest Bank until the account is fully established.

C. 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.

Issues Raised: The conflict of interest form needed to be finalized and distributed for board signatures.

Action Taken: Danny confirmed during the meeting that the revised form is ready for distribution.

Action Required: Danny will circulate the finalized form to the full board using signature software.

D. Joe connects with board members to make sure they have access to board drive Joe

Issues Raised: Some board members still lacked access to the Board Drive, and previous troubleshooting steps had not fully resolved the issue.

Action Taken: Joe agreed to continue working on resolving the access problems.

Action Required: Joe will contact Google customer support and continue troubleshooting until all board members can successfully access the Board Drive.

E. Jackson to circulate draft workflow and categories to the board for feedback before the November meeting. Jackson

Action Taken: Jackson reported that he developed a revised Feasibility Committee Charter and updated workflow documents and shared them with the board via email for review ahead of the December board retreat (e.g., "Feasibility Committee Workflow_V2_Based on Revised Charter").

Action Required: Board members to review the updated charter and workflow documents and provide feedback before the December board retreat.

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

Action taken: none

Action Required: Jackson to convene the feasibility committee.

G. Mads: Begin setup and testing of a password management system.

Mads

Issues Raised: Mads reported ongoing work to inventory and update all existing passwords. He is researching password management options. While Google Password Manager is convenient, he is evaluating security concerns and exploring alternatives that integrate smoothly with Co-op systems.

The goal is to build a tiered access structure so different roles receive different password sets, and onboarding can happen cleanly.

Joe clarified that several critical accounts (e.g., tax accounts) currently have single-user access and remain with Lindy.

Action Taken: Board reiterated the prior discussion where using Google Password Manager was tentatively supported, but noted the final decision rests with operations. Joe and Mads confirmed progress is ongoing and no passwords will be lost as the system transitions.

Action Required:

Mads: Continue evaluating password manager options and determine the most secure, sustainable system for the Co-op.

Joe/Mads: Develop a proposed access-tier structure for staff roles and present once ready.

6:15 VII. GM report/questions, comments

Joe/Board

Issues Raised: The GM described significant disruption from the City's construction project and the transition from the former project manager (Devin) to the new one (Lily). Many previously agreed-upon access and directional signs were never installed. The new project manager is unfamiliar with prior commitments and is working from incomplete records. Board members shared concerns about customer confusion and business impact. Several board members noted that nearby businesses are also struggling with access issues. Discussion explored whether the Co-op should put up temporary signage on its own. Joe reported year-over-year sales remain positive but noted seasonal declines and uncertainty about how much of the recent dip is construction-related versus normal fall patterns. He also addressed questions about survey participation, coupon redemptions, refrigeration repairs, NCG retained patronage accounting errors, and general financial trends.

Action Taken: Joe is reviewing past emails and documentation to confirm which signage commitments were made by the City prior to construction. He continues direct communication with Lily to resolve missing access signs. Managers are monitoring sales trends weekly to distinguish construction impacts from seasonal variability. Staff successfully promoted the annual survey, resulting in the highest participation to date. Joe and Mads corrected the bookkeeping error related to NCG patronage recording and clarified the issue for the board. Refrigeration issues continue to be monitored and repaired as needed.

Action Required:

Joe: Locate written confirmation of the City's original signage commitments and reconnect with Lily to request installation of the agreed-upon signs.

Joe/Mads: Continue tracking sales for construction-related effects and report trends in the next B1.

Board/GM: Revisit temporary signage options if the City continues to delay installation.

6:35 XI. Policy Governance

Issues Raised: Board members raised a series of detailed questions and concerns regarding the B1 financial report. They asked whether sales declines were attributable to the road-diet construction or normal seasonal patterns. They sought confirmation that year-over-year growth remained positive and

asked for clarification on the apparent slowdown in October. A significant discrepancy in “other income” was discussed; the managers explained it stemmed from the bookkeeper misclassifying NCG retained patronage as internal patronage income on the P&L rather than as a balance-sheet item.

Board members requested a high-level explanation of how NCG patronage functions, including how retained patronage is accumulated and paid out. The board revisited longstanding refrigeration repair issues and discussed at what point replacement should be considered; grant funding possibilities were referenced. Questions were raised about the store’s margin, the impact of an additional fourth-quarter payroll cycle, and whether Aflac expenses fall on employees or the store.

The board probed the growing use of FAIR (the credit-card-based wholesale platform), the trend of rising direct-vendor charges, and asked managers to provide multiyear financial histories (ideally five years) to support feasibility planning and upcoming discussions with consultants. Additional clarifications were requested about truck and storage arrangements, cash-on-hand trends relative to sales, why bulk/re-pack was performing strongly, and what was driving increased meat-department sales.

Action Taken: Managers clarified sales trends, explained the retained-patronage error, responded to category-level questions, and committed to pulling recent historical financials for board use.

Action Required:

Danny: Create a folder for B1 quarterly financial reports and begin assembling multiyear summaries.

Joe: Provide two years of prior financials for inclusion in the folder.

C4 – Directors’ Code of Conduct

Issue Raised: There was not enough time in the meeting to review this.

Action Taken: The board decided to move this to the next board meeting.

Action Required: Wes to add to the next board meeting.

6:55 VI. New Business

A. 2025 BOD Retreat

Tomas/Lauren

Issues Raised: Tomas and Lauren briefed the board on their meeting with Kevin from the Small Business Development Center. Kevin is exploring whether his participation in the December 6 retreat would fall within his SBDC scope; if not, the board may need to either contract with him directly or proceed without a facilitator. The board discussed whether a facilitator is essential given the tight timeline and holiday interruptions.

Tomas explained that Kevin’s background is in evaluating new business ventures, and that the Co-op is now at a stage where identifying and pursuing new revenue streams requires a structured methodology. Lauren emphasized that while the board must ultimately build this methodology, outside expertise can ensure rigor and prevent blind spots. Joe stressed that expansion decisions must eventually be supported by pro formas, though Lauren noted that full pro formas are too resource-intensive to generate for every idea. The board needs a qualitative screening tool to determine which ideas merit deeper analysis.

Sheryl asked for the overarching purpose of the retreat. Mads followed by requesting clarity on what value a facilitator would add and said that he and Joe should brief Kevin in advance so the facilitation aligns with operational realities. Ryan and Mads voiced concern about the limited preparation time.

Jackson said the board could proceed without a facilitator if the retreat produces at least three concrete action outputs. Danny agreed the retreat should move forward regardless.

Lauren outlined an early draft of the retreat structure and themes, emphasizing that the content would center on expansion pathways—physical space, customer-base diversification, and related feasibility considerations.

Action Taken: Board reached consensus that December 6 should be used productively regardless of facilitator availability. Key themes and goals for the retreat were identified:

- Board cohesion
- A feasibility context/update from Mads and Joe
- Development of a preliminary feasibility-evaluation matrix
- Review of Jackson's workflow and categorization process

Action Required: Lauren & Tomas: Finalize retreat agenda and logistics.

Mads & Joe: Prepare feasibility background and meet with Kevin if he becomes available.

Jackson: Prepare to walk the board through his draft workflow and categorization model.

B. Strategic Plan Tracker

Danny

Issues Raised: Danny was not present for this agenda item, so the board was unable to review progress on the Strategic Plan Tracker. The tracker remains a pending item that requires board attention and updates.

Action Taken: Item deferred.

Action Required: Danny: Provide an update on the Strategic Plan Tracker at the next board meeting.

C. Policy rewrites/edits-what is this process?

Board

Issues Raised: The board discussed the recurring need to identify and revise policies during monthly reviews. There is currently no structured process or workflow for how policy edits are collected, prioritized, drafted, or approved. Board members noted this has created uncertainty about how revisions should move forward.

Action Taken: Board agreed to table the discussion until Wes is present, since he is expected to lead the governance committee responsible for policy review.

Action Required: Governance Committee (Wes to lead): Present a proposed process for policy review and revision at the January 2026 meeting.

D. Whole Foods/Local's First fact gathering + Initiative

Sheryl

Issues Raised: The board discussed news that Whole Foods/Amazon is exploring a development in Durango. Board members reviewed details being circulated by Local's First and others, including likely impacts on existing local grocers and restaurants, the city's communications about the project, and the strategic implications for the Co-op. The group emphasized the need for a unified stance, potential collaboration with other local businesses, and proactive communication with the community.

Action Taken: Board agreed that having a public-facing statement or letter would be beneficial, and that coordinated messaging with other local businesses could strengthen advocacy efforts.

Action Required:

Lauren: Draft a letter (initially for internal board review) summarizing the Co-op's stance and considerations regarding Whole Foods/Amazon entering the market.

E. Board Message (board calendar dates need editing?)

Tomas

Action Item: Ryan to review the dates on the board calendar. Sheryl noted they may be off.

F. Submit Board Budget to GM + review of operational budget (on Board Calendar)

Road Diet - thank you for shopping and continuing to work with the store, Tomas intro of self, board retreat, holiday craziness,

G. Accessibility update regarding the website and marketing emails

Jacob

Issues Raised: Website redesign is delayed because the developer relocated and is managing personal obligations. The timeline for launching the updated website is uncertain. Accessibility improvements are needed across both the website and email communications. Key concerns include screen-reader compatibility, hyperlink clarity, alternative text for graphics, and color-contrast adequacy for users with visual impairments.

Action Taken: Jacob has begun revising email templates to improve readability for screen-reader users. Hyperlinks are being rewritten to be explicit rather than embedded in vague text. Alternative text is being drafted for visual elements in newsletters. Jacob has identified that Wix includes an automated accessibility-scanning tool for future use once the new website is ready. Ryan offered to provide accessibility best-practice guidance based on his state communications experience.

Action Required:

Jacob continue incremental accessibility improvements to email communications.

Jacob review the Wix accessibility scanner once the new website is closer to launch.

Ryan to schedule a brief accessibility walkthrough/training with Jacob to strengthen alignment on standards.

7:20 VI. Committee Updates

A. Governance

Wes

No updates at this time.

B. Executive

Sheryl

No updates at this time

C. Finance

Danny

Issues Raised: Danny reported he was unable to attend the scheduled quarterly Finance Committee meeting and asked whether a follow-up session was needed. Joe suggested that the next Finance Committee meeting take place after the board retreat, once retreat-generated ideas and priorities are clearer. The board also noted that a board budget is due per the board calendar.

Action Taken: Discussion deferred any Finance Committee follow-up until after the retreat. The need for a board-drafted budget was confirmed.

Action Required: Danny: Draft the board budget and send it to the board for review.

Issues Raised:

Jackson emailed items to the group during the meeting and presented them for board consideration related to the Feasibility Committee's ongoing work:

- A request for Board approval of a revised Feasibility Committee Charter.
- A revised workflow that reflects updates made to the charter.
- A request to allocate focused time during the December board retreat to developing pro forma templates that will support evaluation of expansion opportunities.

Action Taken: The board discussed the requests and expressed general support for aligning retreat time with feasibility planning, including pro forma development. Formal approval of the revised charter and workflow was noted as pending board review of Jackson's documents.

Action Required:

Board: Review Jackson's revised Feasibility Committee Charter and workflow documents and provide feedback.

Board: Confirm whether charter approval can occur at or before the December retreat.

Retreat Leads (Lauren/Tomas): Allocate time in the retreat agenda for pro forma template development.

No updates at this time

7:45 XII. Meeting Adjourn

Policy Type:	Executive Limitations
Policy Title:	B1 – Financial Condition and Activities
Last revised:	July 19, 2023

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.

The GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate net income.

3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in ownership and owner paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's loans.
7. Allow late payment of contracts, payroll, loans or other financial obligations.
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
9. Acquire, encumber or dispose of real estate without Board approval.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).
13. Transact capital expenditures greater than \$10,000.00 per month without approval of the Board and fail to disclose said capital expenditures.
14. Fall out of good NCG membership standing nor fall out of line with any applicable national NCG purchasing contract requirements.

Policy Type: Board Process
Policy Title: C4 – Directors' Code of Conduct
Last Revised: October 17, 2018

We each commit ourselves to ethical, professional and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative's owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.
 - a. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - b. At a new director's first board meeting, he/she will complete the "Conflict of Interest Disclosure" form, and will verbally report to the whole board the potential conflicts. Any subsequent potential conflicts will be reported to the whole board immediately.
 - c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.

- d. A director who applies for employment must first resign from the Board.
- 3. Directors may not attempt to exercise individual authority over the organization.
 - a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
- 4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
- 5. Directors will prepare for attend, and participate fully in all Board meetings and trainings.
- 6. Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.
- 7. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.