



DNF Board Meeting
 January 17th, 2024 5:30-7:45pm
 Rocky Mt Retreat Center

Attendance:

Board Members: Ryan Lazo, Ryan Erickson, Hadley Bevill, Sheryl McGourty, Kate Randall, Cody Reinheimer, Wes Medlock; General Manager: Joe Zwieback; Employees: Madison Root; Member Owners: None.

Time	Subject	Facilitator
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5:30 I. Call to Order

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| A. Check-In Question | Sheryl |
| B. DNF End Statement | Board |

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.

5:40 II. Membership Comments or Questions

Board

- **Issues Raised:**
 - **Sheryl:** Spoke w/ people in bulk about not knowing how to use the section: scale, sharpies not working, wishing there were a funnel for smaller jars.
 - **Hadley:** Landlord’s daughter tried applying online for produce job posting and never got communicated with about the opportunity after calling and sending in an application.
- **Action Taken: None**
- **Action Required: None**

III. Minutes Approval from last meeting

Hadley/Cody

- **Wes made a motion to approve the agenda, Ryan E. seconded, motion carried.**
- **Issues Raised: None**
- **Action Taken: None**
- **Action Required: Move Columinate consultation to new business.**

IV. Agenda Approval

Wes

- **Hadley made a motion to approve the December minutes, Cody seconded, motion carried.**

- **Issues Raised: None**
- **Action Taken: None**
- **Action Required: None**

5:50 V. Old Business

- A. Sheryl to get check from Katrina for Joe to write a check for 2023 & 2024 donation to Turtle Lake Refuge. Sheryl/Joe
- **Issues Raised: None**
 - **Action Taken: Done**
 - **Action Required: None**
- B. Hadley to locate the BOD budget in the Google Drive Hadley
- **Issues Raised: Was not able to find the BOD budget alone in the BOD drive.**
 - **Action Taken: None**
 - **Action Required: Joe to share the budget with the BOD. Kate to forward the BOD budget to Hadley to create a spreadsheet and upload to the Drive.**
- C. Joe will create a shared doc of specific reserve fund questions. Sheryl will set up a meeting with Ben (Columinate). Joe will procure a letter of engagement with Brian of Mackey-Ried. Following that he will orchestrate a meeting with Sheryl and interested BOD members. Sheryl/Joe
- **Issues Raised:**
 - Joe (Document w/ specific questions): I sent out the first one and started separating it into a document but have done nothing with it yet.
 - Sheryl: I need guidance w/ choosing a time on Ben's schedule. He is available 6:00 am - 2:00 pm M-F. Who is interested? I will try for 2:30pm, not a Tuesday. Joe, Sheryl, Ryan E., Wes, and Mads are interested and potentially available virtually.
 - Ryan E: Last week of January is no good and February works.
 - Wes: Joe, would you be able to produce some questions?
 - Joe: Yes
 - Sheryl: I will schedule for Wednesday, 1/24 at 2:30pm.
 - **Action Taken: None**
 - **Action Required: Sheryl to schedule meeting and send out invites for Wednesday, 1/24 at 2:30pm.**
- D. Sheryl will send out a doodle poll for February strategic planning session Sheryl
- **Issues Raised: None**
 - **Action Taken: Done**
 - **Action Required: Possible date is 3/10 from 1-4pm. Sheryl will send out a final email with details.**
- E. Sheryl will get Board message to Ryan by Dec 28 Sheryl
- **Issues Raised: Unable to send on time. Printed copies include Sheryl's message as well as an updated version online.**
 - **Action Taken: None**
 - **Action Required: None**

6:10 VI. Committee Updates

- A. Governance Wes
- **Issues Raised: None**
 - **Action Taken:**
 - Wes: Second round of the by-laws is done. :) There is still more work to go. The next step is that I need to go through starting from the top and re-do the consistency of the formatting to send out to the BOD. I need to come up with a system as to how to add comments, etc. without messing it up. After being reviewed by the BOD, we all need to meet either in person or virtually with a special BOD meeting so that we are all on the same page. After that it goes to a lawyer and then to membership for approval.
 - **Action Required: None**
- B. Executive Sheryl
- **Issues Raised:**

- We should start Joe's yearly review on our agenda. Last year it was in the beginning of February.
 - **Action Taken: None**
 - **Action Required: Wes to schedule yearly GM review.**
- C. Finance Kate
- **Issues Raised:**
 - Kate: Next meeting is in February the week before the BOD meeting. I was thinking of Thursday or Friday of that week.
 - *We need a system for uploading finance reports to the drive.
 - Wes: The last finance meeting I did not receive a meeting invitation.
 - Kate: Who wants to be included in the invitation for the meeting? - Joe, Mads, Wes, Ryan E.
 - **Action Taken: None**
 - **Action Required: Kate to send possible dates/ invites to the finance committee for the next meeting the week before the February BOD meeting (Wes, Joe, Mads, Ryan E). Joe to email the Kate a copy of the updated finance report from the third quarter. Kate to start uploading updated finance reports and create a system in the "finance" folder in the drive. (Hadley to help.)**
- D. Feasibility Cody
- **Issues Raised:**
 - Cody: Exploring whether it's worth it to apply for the grant. It's been great, we've been meeting.
 - Wes: I left Cindy a voicemail on Friday.
 - **Action Taken: None**
 - **Action Required: None**
- E. Special Events Committee Hadley
- **Issues Raised:**
 - Cody: Unison Festival has a real professional working with us to put the event together. I was considering if the date is early enough maybe I would be available to be the Harvest Fest event coordinator.
 - **Action Taken: None**
 - **Action Required: Hadley to send out a doodle poll for the next Harvest Fest meeting.**

6:25 VII. General Manager Update and Questions

- **Issues Raised:**

- Joe (Survey): Lots of great comments, lots talking about volunteering, we always get people who comment about the high price. When we price compare we are usually good, especially for a small store. It's hard for us to lose leaders on things like milk, etc. One of our biggest issues with the small store is higher prices. We bring in boutiquey stuff. Some people like it, some don't. The staff works hard to cycle out the things that aren't selling. We see every single one of those comments. I will reply to some of them.
- Sheryl: I do think there is something to look at the prices. DNF is significantly higher than places like Natural Grocers. I feel like I read that a lot in the survey that they are having to do other shops b/c of the pricing. There were also comments about wanting less plastic and more friendly containers. I feel like there were a lot of comments about expansion. There were also cool suggestions like Bayfield and Florida/250. I did write about the boutique/specialty items.
- Mads: Being the chocolate/coffee/etc. buyer, I hear a lot of compliments about it being in the store. When we first brought it in, the buyer went really hard on bringing these things in and now I feel like we have it more dialed. We're just trying to balance it with as much diversity as possible.

- Mads: We've been selling our burritos w/ Claire at Sustainable Goods downtown, and we've had three other inquiries to sell our stuff in their stores. One of the people being

Joe with Durango Joe's, DCC (Catherine) is another person I have spoken with and she has a kitchen, the cafe in the library is the third one. Our deli manager, Nasa, is incredible and we have a really strong deli team right now. I think for entering the spring, the business owners I've talked to have gotten overwhelmed with their staff and lack of workers. A lot of these businesses, we have not gone into conversation about price/costs/etc.

- Wes: What about a food truck?
- Joe: It is something we could look into, but it is a major investment. What does it take to actually pay for itself and then make a profit. Plus finding people to do this. We are also trying to pay our employees more (just moved them up to \$16 starting).
- Wes: If this is a direction that DNF actually wants to explore it could be good to hire someone to handle this project and to get a business plan out of it. See all of the costs, etc.
- Ryan E: Is there a ceiling or floor as far as their price point for selling the burritos in their store?
- Mads: We have asked her to not raise the price above \$11.99.
- **Action Taken: Lots! To be continued...**
- **Action Required: None**

6:50 VIII. Policy Governance Review

A. Policy B7: Communication and Support to the Board GM

- **Issues Raised: None**
- **Action Taken: Wes made a motion to accept Policy B7, Sheryl accepted, motion carried**
- **Action Required: None.**

B. Policy C5: Officers' Roles Board

- **Issues Raised: None**
- **Action Taken: Wes made a motion that we are in compliance with Policy C5, Cody seconded, motion carried.**
- **Action Required: Hadley to switch Policy C5 with the policy that is mid-May to be helpful with the new board.**

7:10 IX. New Business

A. Board Review of Bylaws Wes

- **Issues Raised:**
 - Wes: How much time do you all need to review the by-laws revision?

- Sheryl: I'd work well with about two weeks or having a deadline.
 - Joe: Is the goal to send the by-laws out to the members to vote during elections?
 - Yes. First we need to review as a BOD, have a lawyer review them, and then go.
 - Joe: Generally speaking the person in this area of the country known as the Co-op lawyer is Peter Chestnut, maybe in ABQ? Most of us who have worked with him aren't super impressed.
 - Cody: There is a free resource - free call a lawyer day. And we do need to send them out 30 days before the next BOD election to the membership.
 - **Action Taken: None**
 - **Action Required: Cody will format the by-laws, send it out to the BOD, create a comment protocol, and set a timeline/ due date to have them reviewed by.**
- B. February Strategic Planning Session Sheryl/Board
- **Issues Raised: None**
 - **Action Taken: All set. March 10 1-4, location TBD.**
 - **Action Required: Joe to send questions to Sheryl before meeting and Sheryl to send to Ben before meeting.**
- C. Reserve Fund Board/GM
- **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required: None**
- D. Columinate Consultation Sheryl
- **Issues Raised: None**
 - **Action Taken: We have a date, Joe will start putting together a document of questions for the meeting next week.**
 - **Action Required: None**
- E. USDA Grant Board
- **Issues Raised:**
 - **Action Taken: Non**
 - Wes: I left a message for Cindy. I will follow up with her and send out an email with the BOD copied.
 - Cody: Remind me what you were going to ask her about?
 - Wes: It's more of a conversation because I can gain a lot of insight just by hearing how she responds to questions re: guidelines, allowable funding, etc. It will tell me how much work and if it's worth it. Cindy is the Colorado USDA rural energy assistance...something...
 - Cody: Kate also offered to get a quote from Shaw Solar. Questions about the roof, etc. We have to decide what questions we want to ask them.
 - Joe: I am looking at plastic panels that can enclose some of the front and back entrance areas to increase energy efficiency. I have no idea on the actual process, costs, etc, but am curious about them. This is not my wheelhouse so I would like to talk to someone more knowledgeable about this.
 - Wes: Would you be willing to reach out to a friend Jackie Hess? She does projects in Telluride and has a lot of experience with these things. If she calls to do an assessment, are y'all willing to work with her?
 - Joe: Absolutely.
 - **Action Required: Wes to follow up with Cindy.**
- F. Board Message Wes
- **Issues Raised:**
 - Ideas to write about: Thank you for taking the survey, by-laws are finished, 50th anniversary, and elections.
 - **Action Taken: None**
 - **Action Required: Wes to send BOD message to BOD by 1/22 and to Ryan W. by 1/26.**

7:45 XI. Adjourn

- **Wes made a motion to adjourn the meeting, Ryan E. seconded, motion carried.**

Policy Type: Executive Limitations
Policy Title: B7 – Communication and Support to the Board
Last Revised: September 28, 2015

The General Manager must not cause or allow the Board to be uninformed or unsupported in its work.

The GM must not

1. Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy.
2. Report in an untimely manner any actual or anticipated noncompliance with any Board policy, along with a plan for reaching compliance and a proposed schedule regarding follow-up reporting.
3. Allow the Board to be unaware of relevant legal actions, media coverage, trends, public events of the Cooperative, or internal and external changes.
4. Withhold his/her opinion if the GM believes the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the GM.
5. Deal with the Board in a way that favors or privileges certain directors over others except when responding to officers or committees duly charged by the Board.
6. Fail to supply for the Board's consent agenda all decisions delegated to the GM yet required by law, regulation, or contract to be Board-approved.
7. Provide the Board with insufficient staff administration to support governance activities and Board communication.
8. Allow insufficient archiving of board documents.

Policy Type: Board Process
Policy Title: C5 – Officers' Roles
Last Revised: October 12, 2015

We will elect officers in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the GM.
2. Officers may delegate their authority but remain accountable for its use.
3. The president ensures the Board acts consistently with Board policies.
 - a. The president is authorized to make decisions that are consistent with Board Process and Board-Management Relationship policies in order to facilitate the Board's functioning.
 - b. The president will chair and set the agenda for Board meetings.
 - c. The president plans for leadership (officer) perpetuation.
 - d. The president may represent the Board to outside parties.
 - e. The president will preside over the annual meeting of member/owners.
4. The vice-president will perform the duties of the president in her/his absence.

5. The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget.
 - a. In addition, the treasurer will facilitate the Board's understanding of the financial condition of the Cooperative.
6. The secretary will make sure the Board's documents are accurate, up to date, and appropriately maintained.
 - a. In addition, the secretary is responsible for preparing the Board minutes, either personally or through delegation to another Board member. After meetings, the Secretary shall perform or oversee the editing of the minutes.