



DNF Board Meeting  
Dec 20, 2023 | 5:30-7:45  
Rocky Mt Retreat

**Present:** Wes Medlock, Cody Reinheimer, Sheryl McGourtey, Ryan Erickson, Joe Z, Mads Root  
**Members Present:** Ron Margolis

Time	Subject	Facilitator
5:30	I. <b>Call to Order</b>  Check In Sheryl Board Mission Statement	Board
	<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>	
5:45	II. <b>Membership Comments or Questions</b> a. Follow up on ice/drain from member email <ul style="list-style-type: none"> <li>● <b>Issues Raised: member concerns on ice in front of store</b></li> <li>● <b>Action Taken: Joe debriefed on past efforts. No contractors will do it.</b></li> <li>● <b>Action Required: Joe has emailed her back and invited her to talk in person.</b></li> <li>● <b>Issues Raised: Member, Ron Margolis says we are saying “labratory created” food. ex: beyond burger, meat substitute products. Ron would like a disclaimer posted for public and/or an article in the newsletter. We do not carry lab grown meat, we only carry plant based protein products that are admittedly processed.</b></li> <li>● <b>Action Taken: Staff/Board discussion</b></li> <li>● <b>Action Required: Mads Root will call together a Buyers meeting of the staff to discuss and get educated on “beyond meat” type products.</b></li> </ul>	
	III. <b>Minutes Approval from last meeting</b> <ul style="list-style-type: none"> <li>● <b>Issues Raised: None</b></li> <li>● <b>Action Taken: Minutes approved</b></li> <li>● <b>Action Required: None</b></li> </ul>	Hadley
	IV. <b>Agenda Approval</b> <ul style="list-style-type: none"> <li>● <b>Issues Raised: None</b></li> <li>● <b>Action Taken: Agenda approved</b></li> <li>● <b>Action Required: None</b></li> </ul>	
5:55	V. <b>Old Business</b> a. Hadley to update the calendar and the Policy A as: under review by the BOD & GM. <ul style="list-style-type: none"> <li>● <b>Issues Raised: None</b></li> <li>● <b>Action Taken: Tabled</b></li> <li>● <b>Action Required: None</b></li> </ul>	Hadley
	b. Ryan L to come up with language to add under section 5 under D4 in our Policy Governance. <ul style="list-style-type: none"> <li>● <b>Issues Raised: None</b></li> <li>● <b>Action Taken: Tabled. Nothing received yet.</b></li> <li>● <b>Action Required: None</b></li> </ul>	Ryan L

c. Sheryl will get a check from Katrina & then Joe will write a check for both 2023/2024 donation to Turtle Lake Refuge.

- **Issues Raised: None**
- **Action Taken: Check still in midst of phone tag**
- **Action Required: Get check from Katrina per Sheryl coordination**

d. Wes to schedule Doodle Poll for the next governance committee meeting

Wes

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

e. Sheryl to schedule a meeting for Mads, Joe, Wes, and herself re: succession

Sheryl

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

f. Cody to send doodle poll to schedule USDA grant meeting

Cody

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

g. Hadley will locate the BOD budget in the Google Drive

Hadley

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

6:10 VI. **Committee Updates**

- |                   |  |        |
|-------------------|--|--------|
| a. Governance     | <b>only 2 sections left.</b>             | Wes    |
| b. Feasibility    | <b>USDA meeting successful</b>           |        |
|                   | Cody                                     |        |
| c. Special Events | <b>Big 50th anniversary harvest fest</b> | Hadley |
| d. Executive      | <b>talked succession plan recently</b>   | Sheryl |
| e. Finance        | <b>no update</b>                         | Kate   |

6:25 VII. **GM Update**

Joe

- **Issues Raised: Marketing efforts have done nothing to avoid seasonal dip in sales**
- **Action Taken: Discussion on survey timing and incentive and content. Deli will be going to extended hours starting Jan 3rd.**
- **Action Required: None**

6:45 VIII. **Policy Governance Review**

A. Review Policy B2

GM

- **Issues Raised: Some questions and discussion on preliminary 2024 budget**
- **Action Taken: Cody made a motion to approve B2 report, Ryan 2nd, motion carried.**
- **Action Required: None**

B. Review Policy D1

Board

- **Issues Raised: Joe feels the Board is in compliance.**
- **Action Taken: Wes makes a motion that we are in compliance. Ryan 2nds. Motion carried.**
- **Action Required: None**

7:00 IX. **New Business**

a. Reserve Fund

Board

- **Issues Raised:** We need to know what is allowed as far as a reserve fund for a 501c12.
- **Action Taken:** Sheryl reached out to Ben. Joe is also seeking answers around 501c12 status. We should identify ?s for Ben and set up a meeting time.
- **Action Required:** Joe will create a shared doc of specific questions. Sheryl will set up a meeting with Ben of 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.

b. Reminder- Joe to have the full budget by February 21st BOD

Joe

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

c. Board Retreat part 2? Following through with Strategic Plan updating

Board

- **Issues Raised:** None
- **Action Taken:** None
- **Action Required:** Sheryl will send out a doodle poll for February

d. Board Message

Sheryl

- **Issues Raised:** Sheryl is supposed to do it but she feels swamped. We are going to start 50th anniversary focus in January. January is wellness month.
- **Action Taken:** None
- **Action Required:** Sheryl will get it to Ryan by Dec 28

7:45 XI. Adjourn

Policy Type: Executive Limitations  
 Policy Title: B2 –Planning and Financial Budgeting  
 Last revised: September 28, 2015

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*The General Manager must not operate without annual and multi-year budgets and plans that address intentional and improved Ends accomplishment along with avoidance of fiscal jeopardy.*

The GM must not:

1. Create plans or budgets that
  - a. Risk incurring those situations or conditions described as unacceptable in the Board policy “Financial Condition and Activities.”
  - b. Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
  - c. Do not address excellence in business systems and operations.
  - d. Have not been demonstrated to be feasible.
2. Provide less for Board prerogatives during the year than is set forth in the board budget.

Policy Type: Board-Management Relationship  
 Policy Title: D1 – Unity of Control  
 Last Revised: October 26, 2015

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*Only officially passed motions of the Board are binding on the GM.*

1. Decisions or instructions of individual directors, officers, or committees are not binding on the GM except in rare instances when the Board has specifically authorized this power.
2. In the case of directors or committees requesting information or assistance without Board authorization, the GM can refuse any requests that, in the GM's opinion, may disrupt operations or that require too much staff time or resources.