



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

Present Members: Hadley, Wes, Ryan E, Ryan L, Sheryl; Employees: Joe, Mads, Jacob L, Eva

Time	Subject	Facilitator
5:30	<p>I. Call to Order</p> <ul style="list-style-type: none"> Check-in Board Mission Statement <p>II. Membership Comments or Questions</p> <ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ A member wondering about Los Companeros food donation system. Joe said it is an active project they are working on to get back up and running. ○ Lots of positive feedback on the awning. ○ A customer said we have the best coffee selection in town. ○ The board email received a message from a group of people on a co-op tour and want to meet with operations. ● Action Taken: None ● Action Required: None <p>III. Minutes Approval from last meeting</p> <ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: <ul style="list-style-type: none"> ○ Hadley made a motion to approve January's meeting minutes, Wes seconded, motion carried. ● Action Required: None <p>IV. Agenda Approval</p> <ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: <ul style="list-style-type: none"> ○ Hadley made a motion to approve the agenda, Ryan L seconded, motion carried. ● Action Required: None 	<p>Wes</p> <p>Board</p> <p>Hadley/Ryan L.</p> <p>Wes</p>
5:40	<p>V. Old Business</p> <p>A. Wes will reply to member email</p> <ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ In drafts, has not been sent yet. Referring to Gale re: email about fridges and the half million dollar expenditure for new fridges. ● Action Taken: None ● Action Required: None <p>B. Wes will send out an executive committee meeting email to convene with the GM review by the end of January.</p> <ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: <ul style="list-style-type: none"> ○ Done ● Action Required: None <p>C. Ryan E. will schedule the next finance meeting.</p> <ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: 	<p>Wes</p> <p>Wes</p> <p>Ryan E.</p>

- Done
 - **Action Required: None**
- D. Danny will reach out to brokers and financiers to continue shopping quotes (loop Ryan E and Joe into this). Danny
- **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required:**
 - Ryan E will email Danny to get updates and commitments on this action item.
- E. Joe will connect Danny to Lyndie. Joe
- **Issues Raised: None**
 - **Action Taken:**
 - Danny should have Lyndie's information (DNF's bookkeeper).
 - **Action Required:**
 - Ryan E will remind Danny to connect with Lyndie/
- F. Wes will reach out to Sheryl for payment amount. Wes
- **Issues Raised: None**
 - **Action Taken:**
 - Done, email sent and received. The check has not yet been written. Will start with December.
 - **Action Required:**
 - Sheryl will confirm with Katrina amount and who to make the check out to.
- G. Joe/ Mads will email the BOD this year's election packet. Board will review the packet and email feedback before February 1. GM/Board
- **Issues Raised: None**
 - **Action Taken:**
 - Done
 - **Action Required: None**
- H. Board members complete edits for the election packet by Feb 5 via email. Board
- **Issues Raised: None**
 - **Action Taken:**
 - Done
 - **Action Required: None**
- I. Mads will send the Co-op's donation to the Kurt Blair Pursuit of Passion Award Fund. Mads
- **Issues Raised: None**
 - **Action Taken:**
 - Done
 - **Action Required: None**
- J. Wes will add register stand update to next month's agenda Wes
- **Issues Raised: None**
 - **Action Taken:**
 - Done
 - **Action Required: None**

6:00 VII. Committee Updates

- A. Governance Wes
- **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required: None**
- B. Executive Wes
- **Issues Raised:**
 - An email was sent to the committee for the GM review. The deadline is March 31.

- The committee needs to meet and update the evaluation form needs to be updated and filled out.
- **Action Taken:**
 - Meeting scheduled for Tuesday, February 25 at 6:00 pm via Zoom.
- **Action Required: None**

C. Finance

Ryan E

- **Issues Raised:**
 - Good report overall. Need for a better turnout at meetings. Talked about some of the challenges (registers, road diet). Re-engage with the city/ dialogue, the more foresight the better on the road diet.
 - Mortgage is another big thing on the horizon.
 - Talked about inflation, protecting margins, eggs, and being conscious/ overly conscious.
 - Road diet: First, figure out if they got a bid before asking to meet.
- **Action Taken: None**
- **Action Required:**
 - Sheryl will reach out to Devin King to see if they have received a bid.
 - Add item to next board agenda.

D. Feasibility

Danny

- **Issues Raised: None**
- **Action Taken:**
 - Toured Doughworks, met with Robert, and signed a non-disclosure agreement. It is a great opportunity. The only thing holding the Co-op back right now is affording benefits for employees (50+).
- **Action Required: None**

E. Special Events Committee

Ryan L

- **Issues Raised:**
 - Met on Jan 27 to talk about things for the year.
 - Evaluated tabling at the co-op as valuable. Need lead time for giveaways, etc.
 - Earth Fest, River Days
 - Staff to try to participate in more annual events this year and loop the board in.
 - Tabling for board election over the next few weeks - board members try to sign up for a spot.
 - Workshop ideas (Co-op principle #7). Joe and Mads will have more conversations with staff around this/ capacity.
 - Harvest Fest:
 - Kiki is not available this year. We need to find a replacement.
 - Poll sent out for times - Sat 3-8 pm (Sept 8 or 13)
- **Action Taken: None**
- **Action Required:**
 - Ryan E will send out a poll and schedule the next committee meeting.
 - BOD members to schedule a time to table if available for elections.

6:20 VIII. New Business

A. 2025 Board Elections

Board

- **Issues Raised:**
 - Received one application.
- **Action Taken: None**
- **Action Required:**
 - Add SOP for board transition to the April agenda.

- BOD members to reach out to potential prospects.

B. March Board Message

Danny

- **Issues Raised:**
 - Elections, vote, run/ diversity (open seats), the best year to get involved with your Co-op, personal story about being on the board
- **Action Taken: None**
- **Action Required:**
 - Danny will submit the BOD message due 2/17 to the board, and 2/21 to Caitlin.

C. Register Stand Update

Board

- **Issues Raised:**
 - Registers: They said they would have the first one done by mid-January and have not got it yet. It is a good relationship and we want to keep that. There is trust.
 - Original quote: 12-14k depending on finishes and wants
- **Action Taken:**
 - Wes made a motion to approve the quote of Earth, Wood, & Stone for a maximum of \$14,000, Ryan L seconded, motion carried.
- **Action Required: None**

6:40 IX. General Manager Update and Questions

- **Issues Raised:**
 - Healthy growth!
 - Carts, flagstone, ramps, and concrete - Mads is going to get a quote from Tom.
 - Growth chart - add goals to reach in the future
 - 2025 DNF Budget - Looks good, a few increases, but understandable (insurance)
 - The big thing is staff - if we do increases for staff or not (the budget says not right now).
- **Action Taken:**
 - Wes made a motion to approve Policy B2 for the 2025 budget, Ryan E seconded, motion carried.
- **Action Required: None**

7:00 X. Policy Governance Review

A. Policy B1: Financial Condition and Activities

Board/GM

- **Issues Raised: None**
- **Action Taken:**
 - Wes made a motion to approve policy B1 Financial conditions and activities, Ryan E seconded, motion carried.
- **Action Required: None**

B. Policy D2: Accountability of the GM

Board

- **Issues Raised: None**
- **Action Taken:**
 - Wes made a motion to approve policy D1 accountability of the GM, Sheryl seconded, motion carried.
- **Action Required: None**

7:20 XI. Adjourn

- **Sheryl made a motion to adjourn the meeting, Hadley seconded, motion carried.**

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-Management Relationship

Policy Title: D2 – Accountability of the GM

Last Revised: October 26, 2015

The General Manager is the Board's only link to operational achievement and conduct.

1. The Board will view GM performance as identical to organizational performance so that organizational accomplishment of Ends and organizational operation within Executive Limitations will be viewed as successful GM performance.
2. The Board will not instruct or evaluate any employee other than the GM.

