



DNF Board Meeting
October 16th, 2024 5:30-7:45 pm
Rocky Mt Retreat Center

Present:

Members: Sheryl, Wes, Ryan E, Hadley, Danny, Jenny; GM: Joe; Employees: Jacob L.

Time	Subject	Facilitator
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5:30 I. Call to Order

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| A. | Check-In Question | 10.16.24 | |
| | Sheryl | | |
| B. | DNF Mission Statement | | Board |

Durango Natural Foods is a cooperatively owned grocery, providing our community with quality local, natural and organic foods and products at a reasonable cost. We are committed to offering excellent customer service and education, while upholding the cooperative principles.

Cooperative Principles

- Voluntary and open membership
- Democratic member control
- Member economic participation
- Autonomy and independence
- Education, training, and information
- Cooperation among cooperatives
- Concern for the community

II. Membership Comments or Questions Board

- **Issues Raised:**
 - When will the peanut butter shelf be shifted? Soon.
 - A member likes the shredded jackfruit from the event and wondered if it could ever be offered as a side by the deli. - I will offer this idea. Good idea.
 - One member commented about the burrito size and if it has gotten smaller and the price is a lot for the size. - They have not gotten smaller.
- **Action Taken: None**
- **Action Required: None**

III. Minutes Approval from last meeting Hadley

- **Issues Raised:**
- **Action Taken:** Hadley made a motion to approve the September minutes, Wes seconded, motion carried.
- **Action Required: None**

IV. Agenda Approval Sheryl

- **Issues Raised:**
- **Action Taken:** Sheryl made a motion to approve the agenda, Danny seconded, motion carried.
- **Action Required: None**

5:50 V. Old Business

- A. Hadley to update edits on exit survey, turn into Google Forms, send to BOD Hadley
- **Issues Raised:** Ryan L took over Google Forms exit survey and will have it done by mid-next week.
 - **Action Taken: None**
 - **Action Required:**
 - **Ryan L to send BOD Google Form exit survey.**
- B. Danny will be tabling on Wednesday, 9/25. Hadley will sign up for the month of October and let Joe, Mads, Caitlin, and the BOD know. Danny/Hadley
- **Issues Raised: Done**
 - **Action Taken: Done**
 - **Action Required: None**
- C. Danny will set up a meeting (week of Sept. 30) for the feasibility committee and send to Joe, Mads, and all BOD members and have something to present by next month. Danny
- **Issues Raised: Not done**
 - **Action Taken: Not done**
 - **Action Required:**
 - **Danny will meet with Joe by October 30th.**
- D. Hadley will create google document to log ongoing board decisions and a google sheets for action items. Hadley
- **Issues Raised: None**
 - **Action Taken: Done**
 - **Action Required:**
 - **Danny will go into the decision and action items log and add columns.**
- E. Mads and Joe will finalize the Harvest Fest budget / final numbers and send to the board. Joe
- **Issues Raised:**
 - We were working on it right before Mads left, but do not know where he filed it. When he gets back, we will send it out.
 - **Action Taken:**
 - Worked on, will send.
 - **Action Required: None**
- F. Wes to reach out to Robert about bylaws comments, changing of BOD seats, and how much his comments were taken into consideration (appreciation). Wes
Wes to send out a doodle poll for a governance meeting this month (whole board).
- **Issues Raised:**
 - Spoke with him over the phone. He really appreciated the conversation. It was a good conversation. I told him we took his comments and took them to the firm we went with and integrated them. He was very appreciative.
 - **Action Taken: Done**
 - **Action Required: None**

6:00 VI. Meeting with TerryL

- **Issues Raised:**
 - Read through all the plan documents. My first reaction was that there are way to many things. We need two or three focus points. Think about: What are the priorities? There are so many things going on, that nothing is going to get accomplished. It's not my job to prioritize for you, but to lead you in the order of things with a focus and plan.
 - I will conduct separate interviews with the GM and a few people on the board (Presidents, GM, Treasurer) before the meeting to get a feel for what the priorities are to get better outcomes.
 - Come away with specific actions for a goal. (narrow down)
 - The obstacles were super informative.

- The other sections were all important, but need to put priorities on it. Make it more actionable. There were also some repeating themes.
- Now, 3-5 years, 5+ years - No more than 3 priorities at any given time.
- Improve actual metrics and measurable outcomes. - When we put together SMART goals.
- **Action Taken: None**
- **Action Required:**
 - **Sheryl will send statements (missions (Co-op, BOD, and Ends) to Terryl.**
 - **Sheryl will send contact information of BOD members for interviews.**
 - **Terryl will conduct interviews with a few board members and GM before the retreat.**

6:20 VII. Committee Updates

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| A. Governance | Wes |
| <ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ Our BOD calendar has Policy A to be discussed and reviewed (annually). We do not know how we want to incorporate Policy A in our Policy reviews. - How do we want to address this? Do we open up Policy A (ends statement) to revisions and amendments on an annual basis? I can see pros (designate time to discuss) and cons (open to any revisions is delicate). ○ What if we integrated this as a piece of the GM review? So it is looked at on an annual basis as an accountability tool. ○ If we change anything, make it vague enough, although measurable so it does not need to be changed every year to meet specifics. ○ Take out of annual review on BOD calendar. ○ The governance committee will review and revise Policy A. ● Action Taken: None ● Action Required: <ul style="list-style-type: none"> ○ Take Policy A out of the annual review on the BOD calendar. | |
| B. Executive | Sheryl |
| <ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ Start the GM review process in December. ● Action Taken: None ● Action Required: None | |
| C. Finance | Ryan E |
| <ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ We need to have a finance committee meeting next month. The week before the BOD meeting is a good week. ● Action Taken: None ● Action Required: <ul style="list-style-type: none"> ○ Wes will reach out to Ryan E about scheduling a finance committee meeting next month. (The week before the BOD meeting is a good week.) | |
| D. Feasibility | Danny |
| <ul style="list-style-type: none"> ● Issues Raised: Meeting not scheduled yet. ● Action Taken: Meeting not scheduled yet. ● Action Required: <ul style="list-style-type: none"> ○ Danny will schedule a meeting with Joe by October 30th. | |
| E. Special Events Committee | Ryan L |
| <ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ Idea - workshops <ul style="list-style-type: none"> ■ End - Our community has a hub of ideas and visions for the future. ■ Mission - Education, training, and information ■ Going through old Co-op pictures and old workshops. Thought it would be a cool idea to start back up. Ask members if they want to lead/ teach. | |

Place - People's houses, parking lot, library, Turtle Lake, park, REC Center, other public spaces.

- Roadblocks: Operations or BOD role? Who will organize/ coordinate this? Limited space at the Co-op (but lots of public spaces).
 - We are now at a good place with the business side of things. Now we can give more energy to these community involvement activities.
 - We do need to start thinking about return on investment, not just a feel-good thing. We need to budget, profit/loss, etc.
 - Explore this more in a committee meeting.
 - Tabling - touch base (working well?)
 - Danny: It went really well. Spoke to 75-100 people. The giveaway and food was a great way to catch people's attention. Spoke to one person with a lot of positive things to say.
 - Working well. Good BOD presence.
- **Action Taken: None**
 - **Action Required: None**

6:45 VIII. New Business

- A. GM review Board
 - **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required: None**
- B. Patronage Dividends Board/Joe
 - **Issues Raised:**
 - Jenny, Danny, Ryan E, Wes, and Hadley discussed what we would like to do w/ by-plaws on sec 8.4
 - Allocate 21% to taxes or keep the patronage dividends within by-laws as is and issue dividends in years we are profitable.
 - Consensus: Keep it the way it is in the by-laws (patronage dividends), but wordsmith it (read like La Montanita's formatting).
 - Practical basis - We need to get with Joe and Mads about how to do this and what we would need. Collaborate with other co-ops.
 - Need from members: Member social security number (?), address, first/middle/last name, tax ID number, etc. - We would need a form/waiver and explanation to get information from members ASAP. What software would we need? Rough estimate on how much time and money this would require from staff?
 - Wes and Sheryl discussed this and are on the same page.
 - Need to check that we are still following the guidelines of the by-laws.
 - **Action Taken: The governance committee held a meeting on this item.**
 - **Action Required:**
 - **Joe to create a plan and share with BOD how to issue patronage dividends ASAP (form/waiver/system, software needed, estimate on time/money needed for staffing).**
 - **Wes will reach out to the governance committee whether or not to meet regarding patronage dividends in the by-laws.**
 - **Wes will establish a game plan and reach out to all parties involved (Caitlin - message to members and how to host the vote, Joe, BOD, and Mads).**
- C. Jenny's Availability Jenny/Board
 - **Issues Raised: Good to go. :)**
 - **Action Taken: None**
 - **Action Required: None**
- D. Confirming small group to meet with Terryl Sheryl
 - **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required: None**

- E. October Board Message Ryan L
- **Issues Raised:**
 - November topics: Board retreat coming up in December, working with a pro facilitator, BOD tabling, by-laws vote coming up (November)
 - **Action Taken: None**
 - **Action Required: None**
- F. Submit Board Budget to GM Ryan E
- **Issues Raised:**
 - Ryan E absent.
 - **Action Taken: None**
 - **Action Required:**
 - **Add to November agenda.**

7:00 IX. General Manager Update and Questions

- **Issues Raised:**
 - BOD agrees for Joe to take time off.
 - Impressive numbers! Record, hitting the ceiling!
 - Gutter plan/ safety plan: Still waiting on the contractor. We were guaranteed it would happen before winter, and then it just stopped. We just bought 25, 20 pounds of salt. Some areas we will block off due to the ice layer. The one drip point right by the front steps will ALWAYS need to be de-iced (ideas: purchase a heated mat, purchase a drip catcher, etc.)
 - Is there extra money that we can incentivize/ motivate the contractor to get the job done? (Tom is the contractor.)
 - Feasibility: Focus on the house next door. - Hold a meeting
- **Action Taken: None**
- **Action Required:**
 - **Ryan L. will record the November meeting for Joe**
 - **Joe will reach out to Tom (contractor) to check on gutter project.**

7:15 X. Policy Governance Review

- A. Policy B6: Staff Treatment and Compensation Board/Joe
- **Issues Raised:**
 - One issue: Checking in/ accountability on the staff manual (work in progress).
 - Staff manual gets kicked down the list because immediate things are happening. When Mads gets back, hopefully we will have it done by EOY or early next year. (About 85% complete.)
 - What is the system for feedback from staff regarding operations? I know there are staff meetings, but is there another avenue and point person to talk to? Is it comfortable for staff? Is there enough space?
 - Anonymous surveys out to staff could be a helpful tool.
 - **Action Taken:**
 - **Wes made a motion that we are in compliance with Policy C6, Jenny seconded, motion carried.**
 - **Action Required:**
 - **Joe and Mads to update the Staff Manual by the end of the year or early next year.**
 - **Joe and Mads to create an anonymous staff survey for monthly use.**
- B. Policy D4- Monitoring GM Performance Board
- **Issues Raised:**
 - **Action Taken: None**
 - **Action Required:**
 - **Add to November agenda.**

- Add: Review action log to old business

7:45 XI. Adjourn

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

Policy Type: Ends
Policy Title: A – Global End
Last Revised: February 2019

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.

Policy Type: Board-Management Relationship
Policy Title: D4 – Monitoring GM Performance
Last Revised: November 16, 2022

The Board will systematically and rigorously monitor and evaluate the GM’s job performance compared to expectations set forth in Board policies.

1. The Board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the GM discloses policy interpretations and compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or (c) by direct Board inspection, in which a designated director or committee assesses compliance with the policy.
2. In every case, the Board’s standard for compliance will be any reasonable GM interpretation (as described by operational definitions and metrics) of the Board policy being monitored. The Board is the final arbiter of reasonableness but we will always judge with a “reasonable person” test rather than with interpretations favored by individual directors or by the Board as a whole.

3. The Board will accept that the GM is compliant with a policy if he/she presents a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
4. The Board will monitor all policies that instruct the GM. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.
5. The Board will evaluate the General Manager 6 months and one year after the date of hire and annually thereafter, based on a summary of monitoring reports reflecting that evaluation period.
6. The Board shall maintain a Finance Committee for the purpose of financial oversight of the General Manager. This committee will meet at least quarterly to review and discuss the quarterly financial reports, and will ideally consist of community members who possess a professional level of financial understanding, with the Treasurer as the Chair.

Policy Type: Executive Limitations
Policy Title: B6 - Staff Treatment and Compensation
Last revised: September 28, 2015

The General Manager must not treat staff in any way that is unfair, unsafe, or unclear or illegal.

The GM must not:

1. Operate without written personnel policies that:
 - a. Clarify rules for staff.
 - b. Provide for fair and thorough handling of grievances in a way that does not include the board as a participant in the grievance process.
 - c. Are accessible to all staff.
 - d. Inform staff that employment is neither permanent nor guaranteed.
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are internally or externally inequitable.
5. Change the GM's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
6. Operate with inadequately trained staff.
7. Operate without a mechanism for staff feedback regarding management and operations.
8. Utilize volunteers in a manner that is financially or legally unsound.
9. Allow staff to be uninformed about the role of the Board.
10. Fail to support staff contacting Board members concerning either illegal activity or Breaking of DNF Co-op Policies by the General Manager