



**DNF Board Meeting**  
**August 21, 2024 5:30-7:45 pm**  
**Rocky Mt Retreat Center**

<u>Time</u>	<u>Subject</u>	<u>Facilitator</u>
<b>5:30</b>	<b>I. Call to Order</b>	
	A. Check-In Question	Sheryl
	B. DNF Board Mission Statement	Board
	<b>II. Membership Comments or Questions</b>	Board
	<ul style="list-style-type: none"> <li>● <b>Issues Raised:</b> <ul style="list-style-type: none"> <li>○ Hummingbird Herbal is very appreciative of being a vendor in our store and for being reached out to by Sheryl for Harvest Fest.</li> </ul> </li> <li>● <b>Action Taken:</b> None</li> <li>● <b>Action Required:</b> None</li> </ul>	
	<b>III. Minutes Approval from last meeting</b>	Hadley
	<ul style="list-style-type: none"> <li>● <b>Issues Raised:</b> None</li> <li>● <b>Action Taken:</b> Hadley made a motion to approve the July minutes, Ryan E seconded, motion carried.</li> <li>● <b>Action Required:</b> None</li> </ul>	
	<b>IV. Agenda Approval</b>	Sheryl
	<ul style="list-style-type: none"> <li>● <b>Issues Raised:</b> None</li> <li>● <b>Action Taken:</b> Sheryl made a motion to approve the August agenda, Wes seconded, motion carried.</li> <li>● <b>Action Required:</b> None</li> </ul>	
<b>5:50</b>	<b>V. Old Business</b>	
	A. Hadley will help Ryan create an exit eval for BOD's	Ryan/Hadley
	<ul style="list-style-type: none"> <li>● <b>Issues Raised:</b> None</li> <li>● <b>Action Taken:</b> Done</li> <li>● <b>Action Required:</b> Hadley to email BOD exit survey for review.</li> </ul>	
	B. Wes to complete succession questions, BOD members add what they feel is necessary	Wes
	<ul style="list-style-type: none"> <li>● <b>Issues Raised:</b> None</li> <li>● <b>Action Taken:</b> <ul style="list-style-type: none"> <li>○ Wes: Sent to BOD via email. It is in the folder.</li> </ul> </li> <li>● <b>Action Required:</b> BOD to send feedback to Wes and Wes to finalize questions.</li> </ul>	
	C. Schedule and send invites for the next meeting in August and announce appreciation gift cards to committee members	Ryan E
	<ul style="list-style-type: none"> <li>● <b>Issues Raised:</b> None</li> <li>● <b>Action Taken:</b> Done <ul style="list-style-type: none"> <li>○ Ryan E: Meeting was held today. Volunteers did not join. Next one is scheduled for November.</li> </ul> </li> <li>● <b>Action Required:</b> None</li> </ul>	

- D. BOD members add their available dates/times to table to the spreadsheet. Board
- **Issues Raised:** None
  - **Action Taken:** None
  - **Action Required:** BOD members to fill out or create dates on tabling spreadsheet to table at the Co-op.
- E. Special Events Committee to determine and communicate BOD's roles and responsibilities for Harvest Fest WHILE collaborating w/ Joe and Mads Ryan/Hadley
- **Issues Raised:** None
  - **Action Taken:** None
  - **Action Required:** None
- F. Danny to send Board message Danny
- **Issues Raised:** None
  - **Action Taken:** Done
  - **Action Required:** None
- G. Danny to create a travel calendar for BOD + Mads + Joe and share via email Danny
- **Issues Raised:** None
  - **Action Taken:** Danny created. Done.
  - **Action Required:** BOD members to fill out travel calendar.
- H. Ryan L. to create a FAQ document for tabling. Ryan
- **Issues Raised:**
    - Ryan L: I spent time chatting with customers and answering general questions. one about a customer's membership, we had a raffle, about 20 people stopped by.
    - We now have name tags and try to do giveaways!
  - **Action Taken:** Done
    - Ryan L: There is an FAQ folder in the BOD drive. Write down any new questions and give to Caitlin or Ryan L.
  - **Action Required:** None

## 6:10 VI. Committee Updates

- A. Governance Wes
- **Issues Raised:**
    - Joe: I need to send stuff to the governance committee. I spoke with Brian about some questions we've had - he was reluctant to give actual wording because he's not a lawyer. I will get that to you all, schedule a meeting, and we may change things. Brian said we have to give patronage dividends based on the current wording.
    - Wes: We have September to meet as a committee, get approval from board, and iron out details to get it ready for voting in October.
  - **Action Taken:** None
  - **Action Required:** Joe to send governance committee feedback from Brian about the bylaws and schedule a governance meeting for potential edits. Wes to create Zoom invite for the governance meeting on September 11th at 6:30-7:30.
- B. Executive Sheryl
- **Issues Raised:** None
  - **Action Taken:** None
  - **Action Required:** None
- C. Finance Ryan E
- **Issues Raised:**
    - Ryan E: Handful of questions at today's meeting. Where the Co-op was a few years ago and is now is trending in a good way. Working on getting a third register, gutters, and larger-scale projects in the future. Staff pay looks good and starting to look at benefits (healthcare).
  - **Action Taken:** None
  - **Action Required:** None
- D. Feasibility Danny

- **Issues Raised:**
    - Danny: I am going to put together some scenario planning and set up another meeting to eave a good idea for the next best steps.
  - **Action Taken:** None
  - **Action Required:** Danny to plan next meeting.
- E. Special Events Committee Ryan L
- **Issues Raised:** None, talked about tabling, harvest fest (new business)
  - **Action Taken:** None
  - **Action Required:** None

## 6:30 IX. New Business

- A. DNF Board Retreat-ideas? Board
- **Issues Raised:**
    - Venue: TBD - maybe a ranch (Sheryl will find out)
    - Time: date TBD Saturday all day one day feels most feasible (9-5)
    - Agenda thoughts:
      - To finish the strategic plan.
      - Needs to be measurable and actionable to live on beyond us and one that we create and hold accountable while we are in our seats.
      - Feasibility - What do we need/ what can we do if an opportunity for growth (moving, etc.) presents itself? Are we renting? Are we buying? What does our bottom line look like? Etc! Potential opportunities/ unknowns: Albertsons, Walgreens, Doughworks, Bayfield grocery store,
    - Venue: TBD
    - Facilitator: Would love to find a highly qualified facilitator. Sheryl knows of a person, Terryl Peterson.
  - **Action Taken:** None
  - **Action Required:** Sheryl will message Terryl to see if she is interested in facilitating and reach out to the potential venue.
- B. Harvest Fest Updates Ryan L
- **Issues Raised:** None
  - **Action Taken:** None
  - **Action Required:** None
- C. The process of voting on and releasing bylaws. Wes
- **Issues Raised:**
    - Things are lined up. The map is finalized.
    - Have not seen any advertising from iAM Music or the Good Food Collective.
    - There are 8 confirmed vendors: Bread, TLR, Face painting, internal DNF jewelry makers, Slow Money, and working on getting: Bubb's, 81301 coffee, Red Wolf (new name - Welcome Stranger) coffee, Durango Coffee Roasters, Esoterra.
    - Activities: Bocci ball, cornhole, balloon darts, giant jenga, etc., raffles!
    - Marketing: Press releases will go in the papers, promoted to the FLC environmental center, and social media will continue.
    - Volunteers: Purchasing beer (kegs) and selling it ourselves (x3 volunteers at a time to pour beer). Volunteer opportunities are still open.
    - BOD roles: If any BOD members want to sign up for volunteer roles, do that. Two BOD members need to be at the DNF tent at all times. ID checker needed!
    - Budget: Approaching limit
    - Annual report: Coming soon.
    - Slideshow: Joe will talk to Caitlin tomorrow. BOD members are also available to volunteer.
    - Speeches: Message thoughts: Trust y'all to do what you do; Mention growth/ feasibility; Cohesiveness, good culture, we're at a good place right now, co-presidency creation; growth, things are trending in the right direction financially.
  - **Action Taken:** None

- **Action Required:** Joe will send the annual report to BOD members ASAP. Joe will talk to Caitlin about the slideshow.

D. September Board Message

Hadley

- **Issues Raised:**
  - Harvest Fest & reiterating that it's our annual meeting, bylaws will be released in October for National Co-op month, BOD tabling (say hey, thank for stopping by and chatting, reach out with questions, see us at the Harvest Fest).
- **Action Taken:** None
- **Action Required:** Hadley to write and send board message.

**7:00 VII. General Manager Update and Questions**

- **Issues Raised:**
  - The gutter will hopefully be completed before winter due to safety hazards.
  - Other projects: Thinking about springtime to consider a swamp cooler for the back warehouse for hot months and for product. (no estimates - Tom will get back soon) Winter: Portable heaters (push-up costs pretty high)
  - Awesome to have a staff appreciation party!
  - B1: We are more profitable and sales are up, so I believe that staff are deserving of wage increases. Our goal is always to raise sales. If the road diet really affects us in a bad way, we would have to cut staff. Each year that the road diet gets pushed back allows us to grow more. I really do think it will happen this year. I was also thinking about bonuses instead of raises, but we have so much turnover.
- **Action Taken:** Wes made a motion to accept the B1 report, Ryan E second, motion carried.
- **Action Required:** None

**7:15 VIII. Policy Governance Review**

- A. Policy B5: Treatment of Consumers Joe
  - **Issues Raised:** None
  - **Action Taken:** Wes made a motion to approve policy B5 and that we are in compliance, Ryan L seconded, motion carried.
  - **Action Required:** None
- B. B6: Staff Treatment and Compensation Joe
  - **Issues Raised:** None
  - **Action Taken:** Wes made a motion to approve policy B6 and that we are in compliance, Ryan L seconded, motion carried.
  - **Action Required:** None
- C. Policy C1: Governing Style Joe
  - **Issues Raised:** None
  - **Action Taken:** None
  - **Action Required:** Move to Old Business
- D. C3: Board Meetings Board
  - **Issues Raised:** None
  - **Action Taken:** None
  - **Action Required:** Move to Old Business

**7:45 XI. Adjourn**

- **Issues Raised:** None
- **Action Taken:** Sheryl made a motion to adjourn the meeting, Ryan E seconded, motion carried.
- **Action Required:** None

Policy Title: B5 – Treatment of Customers

Last Revised: September 28, 2015

The General Manager must not be unresponsive to customer needs. The GM must not:

1. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.
2. Fail to provide education of member/owners and the community at-large to include, at minimum, cooperative ideas and principles.
3. Fail to provide customers with a safe and pleasant shopping environment, including superior customer service.
4. Fail to provide customers with product policy information

Policy Type: Executive Limitations

Policy Title: B6 - Staff Treatment and Compensation

Last revised: September 28, 2015

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*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

Policy Type: Board Process

Policy Title: C1 – Governing Style

Last Revised: July 21, 2022

The Board will govern in a way that (1) emphasizes strategic and proactive leadership, (2) provides clear distinctions of Board and management roles, (3) deliberates in many voices but governs in one voice and (4) in a manner consistent with the Four Pillars of Cooperative Governance (Teaming: successfully working together to achieve common purpose; Accountable Empowerment: successfully empowering people while at the same time holding them accountable for the power granted; Strategic Leadership: successfully articulating the cooperative's direction/purpose and setting the organization up for movement in this direction; Democracy: successfully practicing, protecting, promoting and perpetuating our healthy democracies) In order to do this, we will:

1. Be a strategic leader by focusing our vision outward and toward the future.
2. Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between board and management responsibilities.
  - a. Observe the 9 Policy Governance principles (Ownership, Position of Board, Board Holism, Ends Policies, Board Means Policies, Executive Limitations Policies, Policy Sizes, Clarity and Coherence of Delegation, Any Reasonable Interpretation, Monitoring)
3. Maintain team discipline, authority and responsibility.
4. Practice the habits of a successful democracy.
5. Obey all relevant laws and bylaws.

Policy Type: Board Process

Policy Title: C3 – Board Meetings

Last Revised: October 12, 2015

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*Board meetings are for the task of getting the Board's job done.*

1. Only issues that reflect the Board's chosen and legal areas of responsibility shall consume Board time.
2. Meetings will be open to the membership except when executive session is officially called.
  - a. The Board President may put an Executive Session on the agenda, or a simple majority may declare one to discuss financial issues, real estate, personnel matters, litigation, or potential litigation.
  - b. The Board may include no one or anyone else it chooses in an Executive Session.
  - c. The Board member/owner calling for an Executive Session must state their purpose in advance.

- d. Whenever possible, an Executive Session should be announced on the published agenda or a Board majority may declare an Executive Session during a Board meeting.
    - e. While discussions in Executive Session shall be confidential, any resulting action or vote shall be reported in the minutes, in a manner consistent with the need for confidentiality.
  3. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.
  4. Board meeting agendas will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.
    - a. The President shall ensure that the agenda is posted in the store no later than three days prior to the meeting.
  5. Minutes shall be kept for each meeting using the following format when appropriate:
    - a. The minutes shall use a format that includes at least the following headings for each agenda item:
      - i. Item Title: This heading should match agenda titles.
      - ii. Issues Raised: This heading identifies main points of discussion.
      - iii. Action Taken: This heading records Board votes, informal decisions, postponement or tabling of items, and so on.
      - iv. Action Required: This item records further planned action, such as requests for more information, deadlines for action, or assigned duties to specific persons.
      - v. Attachments: This heading is used as needed, and attachments are identified by title and date.
  6. Rotate monthly reviews of Board Process and Board-Management Delegation policies.