



DNF Board Meeting
January 15th, 2025 5:30-7:45 pm
Rocky Mt Retreat Center

Present:

Members: Hadley, Wes, Ryan E, Ryan L, Danny; Employees: Joe, Mads, Jacob L, Casey

Time	Subject	Facilitator
5:30	I. Call to Order Check-in Board Mission Statement	Wes
	II. Membership Comments or Questions <ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ Via board email - Member commented on outdated and polluting ○ Employee and member - Look into investing certain amount of profits into crypto currency. ● Action Taken: None ● Action Required: <ul style="list-style-type: none"> ○ Wes will reply to member email. ○ Bring up crypto currency at next finance meeting. 	Board
	III. Minutes Approval from last meeting <ul style="list-style-type: none"> ● Issues Raised: ● Action Taken: <ul style="list-style-type: none"> ○ The board will proceed with verifying the motions and deliverable of last month's minutes and make a motion via email to approve the December minutes. ● Action Required: None 	Hadley/Ryan L.
	IV. Agenda Approval <ul style="list-style-type: none"> ● Issues Raised: ● Action Taken: <ul style="list-style-type: none"> ○ Wes made a motion to approve the agenda, Ryan L seconded, motion carried. ● Action Required: None 	Wes
5:40	V. Old Business <ul style="list-style-type: none"> A. DNF BOD Actions Item Tracker was created <ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ Policy A review and revisions ○ Issue patronage dividends ○ Update staff manual ○ assessment and appraisal of property looked into ○ Look into green house ○ Schedule tour of doughworks ○ Continue shopping for refinance ○ Ask Ryan Champion (broker option) about secure file transfer ○ Strategic Plan Tracker w/ metrics (ex: Joe enters average basket size) ● Action Taken: ● Action Required: None 	Danny

- B. Calendar updates Hadley
- **Issues Raised:**
 - **Action Taken:**
 - Hadley is working on editing the calendar. Confirming questions to continue.
 - B1 - metrics that we will be tracking will be included on each B1 report (quarterly) found in Terry's summary.
 - **Action Required: None**
 - **Action Required:**
 - i. Hadley will continue to update the BOD calendar and email it the board, Joe, and Mads for feedback and edits.
- **Action Item:** Joe will log in to the admin portal in Google and loof for the deleted file

6:00 VII. Committee Updates

- A. Governance Wes
- **Issues Raised:**
 - Wes - Need more time before convening the policy governance review. Possibly start back up in March.
 - **Action Taken: None**
 - **Action Required: None**
- B. Executive Wes
- **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required:**
 - Wes will send out an executive committee meeting email to convene with the GM review by the end of January.
- C. Finance Ryan E
- **Issues Raised:**
 - Working on getting next meeting on the calendar.
 - **Action Taken: None**
 - **Action Required:**
 - Ryan E. will schedule next finance meeting.
- D. Feasibility Danny
- **Issues Raised:**
 - Secure file transfer between us and the broker.
 - Tour with Doughworks tomorrow.
 - **Action Taken: None**
 - **Action Required:**
 - Danny will reach out to brokers and financiers to continue shopping quotes (loop Ryan E and Joe into this).
 - Joe will connect Danny to Lyndie.
- E. Special Events Committee Ryan L
- **Issues Raised:**
 - Meeting is in the works to be scheduled via Doodle poll.
 - Ryan L spoke with librarian on free event space and partnering with them. - All events must be open to the public. Jay from Mojo Birds - mentioned a community funded sound system to be rented by non-profits (will tell more at special events committee).
 - Elections are around the corner
 - **Action Taken: None**
 - **Action Required: None**

6:20 VIII. New Business

- A. Rocky Mountain Retreat payment Board
- **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required:**
 - **Wes will reach out to Sheryl for payment amount.**
- B. 2025 Board Elections Board
- **Issues Raised:**
 - Current terms:
 - 2025 - Hadley, Ryan E, and Jenny (if we assume Jenny had a one year term)
 - 2026 - Ryan L and Wes
 - 2027 - Sheryl and Danny
 - Open seats for the next election: Definitely 3, potentially more depending on if others do not carry out their term.
 - Ryan E's term is up, but he is planning on running again. Danny is thinking of resigning, but still considering. Hadley's term is up, still considering running again.
 - Election process:
 - The following schedule is suggested by Joe:
 - Feb 7th – Applications available and promotion begins
 - March 15th – Application process closes and info is readied for April Newsletter
 - April 1st – Candidate info is distributed via Newsletter and on our website.
 - April 21st to 30th – Election period.
 - May 2nd – Election results announced
 - Needs to be an orientation date in here.
 - May 21st – New Board seated at meeting.
 - **Action Taken: None**
 - **Action Required:**
 - **Create/ add document to drive and new BOD orientation packet for current terms of each board member.**
 - **Action items for election:**
 - **Joe/ Mads will email the BOD this year's election packet. Board will review the packet and email feedback before February 1.**
 - **Board members complete edits for election packet by Feb 5 via email.**
 - **Active recruiting**
- C. February Board Message Wes
- **Issues Raised:**
 - Topics to write about:
 - Election: who's term is up, open invitation (recruit), baseline things that the board would highly benefit from (grant writing, finance, prior board experience), what to expect as a BOD member, can find more info on the website, by emailing the BOD, BOD votes are open to public. MAD month! We had a record revenue year.
 - **Action Taken: None**
 - **Action Required:**
 - **Ryan L will cover this month's for Wes. Due to BOD by 1/20, due to Caitlin by 1/24.**
- D. Card/Gift for Katrina & Pat Blair Board
- **Issues Raised:**
 - **Action Taken: None**
 - **Action Required:**
 - **Mads will send the Co-op's donation to the Kurt Blair Pursuit of Passion Award Fund.**

- The BOD is also sending a card to Katrina and Pat Blair
- E. Joe requested expense approval Board
 - **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required:**
 - Wes will add register stand update on next month's agenda.

6:40 IX. General Manager Update and Questions

- **Issues Raised:**
 - Congrats! Breaking numbers!
 - What is the caliber coming in with these interviews? What does the applicant pool look like moving forward? - I think we are getting a higher caliber, especially due to the higher entrance wage. We are trying to hire internally for management/ higher level roles. The volume of application has gone up.
 - Actions from board retreat (board vs operations) - Needs reframing. For example, cash for emergency reserve. Needs to be talked about at a governance committee meeting.
- **Action Taken: None**
- **Action Required:**
 - Include this item on the next agenda.
 - Unofficially, add to the formatting of the B1 report.

7:00 X. Policy Governance Review

- A. Policy B2: Planning and Financial Budgeting Board
 - **Issues Raised: None**
 - **Action Taken:**
 - Wes made a motion to accept Joe's Policy B2 report, Hadley seconded, motion carried.
 - **Action Required:**
 -
- B. Policy B7: Communication and Support to the Board
Board/GM
 - **Issues Raised:**
 - Needs wordsmithing
 - Add needs/ wants from the board if necessary
 - There are conflicting job duties: "Allow insufficient archiving of board documents."
 - **Action Taken:**
 - Wes made a motion that we are in compliance with Policy B7, Ryan E seconded, motion carried.
 - **Action Required:**
 - Add to review process.
- C. Policy C7: Governance Investment Board
 - **Issues Raised:**
 - Did not submit board budget in November - should be amended to when annual budget is finalized.
 -
 - **Action Taken:**
 - Wes made a motion that we are out of compliance with Policy C7, but have found corrective action, Danny seconded, motion carried.
 - **Action Required:**
 - Add to review process.

7:20 XI. Adjourn

- __ made a motion to adjourn the meeting, __ seconded, motion carried.

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

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: 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
5. Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the GM.
6. 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.
7. 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.
8. Provide the Board with insufficient staff administration to support governance activities and Board communication.
9. Allow insufficient archiving of board documents.

Policy Type: Board Process

Policy Title: C7 – Governance Investment

Last Revised: October 26, 2015

We will invest in the Board's governance capacity: The Board will continually improve its ability to govern by providing adequate resources for training, monitoring, and relations with member/owners. Costs will be prudently incurred but not so restrictive as to hinder Board development or functioning.

1. We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.
2. We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - a. We will use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing directors' skills and understanding.
 - b. We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
 - c. We will use outreach mechanisms as needed to ensure our ability to listen to owner viewpoints and values.
 - d. We will use professional and administrative support.

3. We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than the November Board Meeting.

4. Board members should be recognized for the value of their volunteer service to the Board and the Cooperative. Accordingly, all members of the Board of Directors, elected or appointed, shall be compensated with a discount on purchases from the Cooperative equal to the staff discount. Board members will receive no other compensation.