



DNF Board Meeting
June 19, 2024 5:30-7:45 pm
Rocky Mt Retreat Center

Attendance:

Board Members: Ryan Erickson, Hadley Bevill, Sheryl McGourty, Danny Kurzendoerfer, Weston Medlock; General Manager: Joe Zwieback; Employees: Madison Root; Member Owners: None.

Time	Subject	Facilitator
5:30	I. Call to Order	
	A. Check-In Question	Sheryl
	B. DNF Board Mission Statement	Board
5:45	II. Membership Comments or Questions	Board
	<ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: None ● Action Required: None 	
	III. Minutes Approval from last meeting	Hadley
	<ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: Hadley made a motion to approve the May minutes, Wes seconded, motion carried. ● Action Required: None 	
	IV. Agenda Approval	Wes
	<ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: Sheryl made a motion to approve the agenda, Ryan E. seconded, motion carried. ● Action Required: None 	
5:55	V. Old Business	
	A. Sheryl & Wes to start a succession plan template	Wes/Sheryl
	<ul style="list-style-type: none"> ● Issues Raised: None ● Action Taken: <ul style="list-style-type: none"> ○ Wes: We are working on creating a system with questions, etc which will be uploaded to the drive. ● Action Required: None 	
	B. Wes/Ryan E to schedule meeting with lawyer	Wes/Ryan E
	<ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ Do not think our questions warrant a meeting. Brian w/ Mackey Reed will hopefully be able to assist us with this process (July's BOD meeting). ● Action Taken: None ● Action Required: 	
	C. Ryan L to create exit eval for BOD's	Ryan L
	<ul style="list-style-type: none"> ● Issues Raised: <ul style="list-style-type: none"> ○ Absent from meeting. 	

- **Action Taken: None**
 - **Action Required:**
 - **Create exit eval for BOD's.**
- D. Wes to send revised by-laws to Jenni/Danny Wes
- **Issues Raised: None**
 - **Action Taken: Done**
 - **Action Required: None**
- E. Joe to reach out to Brian re by-laws specific CPA questions Joe
- **Issues Raised: None**
 - **Action Taken:**
 - In progress.
 - **Action Required:**
 - **Joe to reach out to Brian again regarding the July meeting and questions.**
- F. BOD to look at Harvest Fest contact list and add Board
- **Issues Raised: None**
 - **Action Taken:**
 - Jules connected with Kiki re: past BOD members and members. Next Harvest Fest Meeting is next week!
 - **Action Required: None**
- G. Jenni/Danny to upload conflict of interest forms to Google Drive Jenni/Danny
- **Issues Raised: None**
 - **Action Taken: Done**
 - **Action Required: None**
- H. Update Google Drive/ contact list officer roles, committee chairs Hadley
- **Issues Raised: None**
 - **Action Taken: Done**
 - **Action Required: None**
- I. Joe to invite Brian to July BOD meeting Joe
- **Issues Raised: None**
 - **Action Taken: Done. Going to reach out again.**
 - **Action Required:**
 - **Joe to reach out to Brian again regarding the July meeting and questions.**
- J. Joe to create FAQ's for Brian before this meeting:) Joe
- **Issues Raised: None**
 - **Action Taken:**
 - In progress...
 - **Action Required:**
 - **Joe to create FAQ's for Brian for the next BOD meeting by June 30th.**
- K. Wes will start a list of policies to review in Governance committee Wes
- **Issues Raised:**
 - A few come to mind: Succession, officer role policy, BOD & GM relationship
 - **Action Taken: None**
 - **Action Required:**
 - **Wes to create/ start a list of policies to review in the Governance committee.**

6:10 VI. Committee Updates

- A. Governance Wes
- **Issues Raised:**
 - Wes: Eager to push through bylaws and very important to get Brian from Mackey Reed here. After that, we can start on policy governance.
 - **Action Taken: None**
 - **Action Required: None**
- B. Executive Sheryl
- **Issues Raised:**
 - **Action Taken: None**
 - **Action Required:**
 - Sheryl and Wes to work on a succession plan/ google form and schedule a meeting for after.
- C. Finance Ryan E
- **Issues Raised:**
 - Next meeting is in August, and will schedule late July.
 - How do we appreciate the people who volunteer their time to join the finance meetings? - Maybe a discount or gift card? - Acknowledgment at Harvest Fest.
 - **Action Taken: None**
 - **Action Required:**
 - Ryan E. to schedule and send invites for the next meeting in August.
 - Ryan E. to announce at the next finance meeting that there will be gift cards waiting for them at the register.
- D. Feasibility Danny
- **Issues Raised:**
 - Recently met. Went over history and new ideas: Start expanding the menu and trying new things. After refinance maybe invest in a new space (storefront maybe deli). Danny will conduct research for space, etc.
 - Wes: The Harvest Food Hub in Farmington is a potential prospect. Already has a store front, brand new commercial kitchen coming (grant funded), etc. San Juan College is in charge of all of the grants that help fund the positions.
 - Danny: Something that came up in our meeting - delivery.
 - Mads: We are unable to do so at the moment. We are always looking at online ordering platforms. Spacial issues, etc.
 - **Action Taken: None**
 - **Action Required: None**
- E. Special Events Committee Ryan L.
- **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required:**
 - Ryan L. to send out/ set up tabling times.

6:30 IX. New Business

- A. Harvest Fest Update? BOD responsibilities/role
- **Issues Raised:**
 - We need to talk more as a BOD and with Joe and Mads about the best way to collaborate/ relay important information throughout the Fest about the Co-op.
 - **Action Taken:**
 - Kiki set up the next meeting for next Tuesday, June 25 from 5-6 pm at Rotary Park.
 - **Action Required:**

- BOD members present at Tuesday's meeting to reach out to the entire BOD regarding roles and responsibilities WHILE collaborating w/ Joe and Mads.

- B. Scheduling Tabling at DNF Hadley
- **Issues Raised: None**
 - **Action Taken: None**
 - **Action Required:**
 - Ryan L. to schedule and send out.

- C. July Board Message Wes
- **Issues Raised:**
 - Shoutout to farmers, farmers market, harvest fest (50th anniversary), BOD stuff - tabling (snacks, meet you)
 - **Action Taken: None**
 - **Action Required:**
 - Wes to send BOD message to the BOD by 6/24 and by 6/28 to caitlin@durangonaturalfoods.coop

- D. Road Diet
- **Issues Raised:**
 - Not happening this summer - no bid
 - **Action Taken: None**
 - **Action Required: None**

7:10 VII. General Manager Update and Questions

- **Issues Raised:**
 - Danny: Fridges/ freezers are always down. Thoughts on investing?
 - Wes: Fridges have been a conversation for a long time.
 - Joe: First, look at terminology. 365 days out of the year they are up most of the time. Summer/ hot months is when they go down. It is incredibly expensive. Looked into grants, don't have anyone wanting to work with us on this due to our size and budget. A few years ago we decided that we are better off fixing them, rather than getting all new. The best plan would be getting all new - roughly estimated to be around \$350,000. It is a very serious problem that we are still trying to figure out.
- **Action Taken: None**
- **Action Required: None**

7:30 VIII. Policy Governance Review

- A. B4 (membership right and responsibilities) Joe
- **Issues Raised:**
 - We need to revisit this as a governance committee and have a conversation around member equity (patronage dividend). It does say in our bylaws that it is refundable (with limitations).
 - **Action Taken:**
 - Wes made a motion to accept the B4 report and that we are in compliance, Ryan E. seconded, motion carried.
 - **Action Required: None**
- B. C8 (Records Policy) Board
- **Issues Raised:**
 - Issue with section 2.
 - Joe: Access is given to Deli Manager (for farmers market) and Mads. We will make it much more tightly secured. Today's records are accessible to

anyone who works at the Co-op. Once looking at the books and review access is more critical.

- Wes: I think the BOD should have access to all documents.
- **Action Taken:**
 - Wes made a motion to accept the C8 report and that we are in compliance, Danny seconded, motion carried.
- **Action Required: None**

7:45 XI. Adjourn

- Sheryl made a motion to adjourn the meeting, Ryan E. seconded, motion carried.

Policy Type: Executive Limitations
Policy Title: B4 – Membership Rights and Responsibilities
Last Revised: September 28, 2015

The General Manager will not fail to establish, maintain, and promote a vital membership program that builds a sense of ownership among members, nor allow members to be uninformed or misinformed of their rights and responsibilities.

The GM must not:

1. Create or implement a member equity system without the following qualities:
 - a. The required member equity, or fair share, is determined by the Board.
 - b. Members are informed that equity investments are a) at risk, and b) generally refundable, though the Board retains the right to withhold refunds when necessary to protect the Cooperative's financial viability.
 - c. Equity will not be refunded if such refunds would lead to a net decrease in total member paid-in equity, or would risk, cause or exacerbate non-compliance with any Financial Condition policy.
2. Implement a patronage dividend system that does not
 - a. Comply with IRS regulations.
 - b. Allow the Board to examine a range of options and implications, so the Board can make a timely determination each year concerning how much, if any, of the Cooperative's net profit will be allocated and distributed to members.
3. Fail to provide members opportunities to participate in the cooperative.
4. Fail to inform members of board actions, meeting, activities, and events.
5. Change the equity payment requirement without board approval.
6. Fail to inform members of what may be expected and what may not be expected from the membership.
7. Fail to promote a vital membership program that builds a sense of ownership among members.

Policy Type: Board Process
Policy Title: C8 – Records Policy
Last Revised: October 26, 2015

Board records will be maintained in a secure and accessible manner so as to perpetuate the organizational memory of its decision making. Records will, to the extent practical, remain open to member/owners' inspection. The approved minutes of each Board meeting will be posted in a manner approved by the Board.

Accordingly:

1. Documents shall be archived to meet legal requirements regarding type of document, archive medium and duration.
 - a. The Secretary will archive approved minutes of monthly and special Board meetings in electronic form indefinitely, from 2019 forward.
 - b. The Secretary will archive approved minutes of executive session meetings regarding internal Board matters, such as appointments to the Board and conflict of interest in electronic form for three years.
 - c. Archive the original paper copies of personnel documents such as employment contracts, performance evaluations, and other official communications between the Board and the GM or between the Board and contract workers for a period of six years following termination.
 - d. Archive the original paper copies of documents that commit the Co-op to the acquisition of substantial assets or liabilities such as purchases or loans indefinitely.
 - e. The Board Secretary shall review on a yearly basis all archived documents and, with the President's approval, destroy any that have exceeded their required legal and internal retention requirements.
2. The GM shall maintain a secured storage unit to archive hard copies of certain documents. Only the GM will allow access to this storage.
3. The Secretary and one additional Board member shall, independently of each other, maintain complete electronic backup copies of all electronically archived documents. Backup documents shall always be maintained in an electronic storage medium that is currently available and readable.
4. Documents concerning the following shall be considered confidential: (1) personnel matters, (2) actual or potential legal actions, (3) strategic development, (4) any other issue the Board deems to be worthy of confidential status, and (5) all minutes from Board Executive Sessions.
5. All confidential documents, both electronic and hard copy, will be maintained in secured files, with the Board Secretary limiting access to current Board members.
 - a. The Board President is responsible for ensuring that the Secretary maintains an archive of confidential Board documents.