DNF Board Meeting Minutes
October 21, 2026 | 5:30–7:45 p.m.
Rocky Mountain Retreat Center

I. Call to Order - Sheryl

II. Check-in Question - Sheryl

DNF Ends Statement
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.

III. Membership Comments or Questions - Board

Issues Raised:
The Board discussed a follow-up comment regarding patronage dividends. The commenter asked what metrics the Board and Treasurer would use in considering a patronage dividend and requested additional information regarding transparency and accountability. The Board noted that Joe had addressed patronage dividends in his recent *Cup of Joe* column and discussed reminding members of the available ways to communicate directly with the Board and management, including attending Board meetings and identifying themselves when submitting comments so that follow-up is possible.

The Board also discussed positive member feedback surrounding the replacement of the front entrance door. Management reported receiving several supportive responses through DNF Connect regarding the project and the temporary store closure.

Management noted strong customer turnout immediately following the closure and shared positive feedback regarding the deli staff's initiative to serve food outside while the store was closed. Members expressed appreciation for the effort and understanding regarding the disruption caused by the door replacement.

Joe also reported receiving an inquiry from an individual interested in making a donation to DNF in memory of Katrina and Pat Blair. Joe explained that DNF is not a tax-deductible charitable organization and had communicated that information to the individual.

Action Taken:
None.

Action Required:
The next Board Message to include a reminder about the ways members can communicate questions, comments, and concerns directly to the Board and DNF.

The Board Message may also direct members interested in patronage dividends to Joe's recent *Cup of Joe* column for additional information.

IV. Minutes Approval from last meeting - Ryan

Issues Raised:
The Board reviewed the September 16, 2026 meeting minutes.

The Board briefly discussed whether approved minutes should be posted only after formal approval or whether an earlier approval process could allow minutes to be posted sooner.

Action Taken:
Ryan made a motion to approve the September 16, 2026 meeting minutes. The motion was seconded. Motion approved.

Action Required:
None.

V. Agenda Approval - Sherly

Issues Raised:
The Board reviewed the October 21, 2026 meeting agenda.

Action Taken:
Motion made and seconded to approve the agenda. Motion approved.

Action Required:
None.

VI. Old Business

A. Replacement Front Entrance Door — Joe

Issues Raised:

Joe reported that the new front entrance door has been installed and is functioning properly. However, the project remains incomplete because additional work is needed to repair and finish the surrounding wall, including drywall, trim, and caulking.

Management explained that the new door required a substantially larger opening than originally anticipated. The contractor had initially estimated approximately $600 for minor modifications, but the additional structural work has increased the expected cost considerably. Approximately $2,400 had been incurred, with another $4,000 to $5,000 potentially required to complete the remaining work. A final estimate was still pending.

The unexpected modifications contributed to the temporary store closure and associated lost sales. Joe indicated that he intends to discuss the additional expenses with the door supplier because the installation requirements differed significantly from what management had been told.

The Board also received an update on the cracked concrete entrance ramp. Management had begun addressing the cracks during the store closure but found that the damage extended deeper than anticipated. Management is considering an interim repair involving filling and patching the cracks until a more comprehensive renovation can be completed.

Action Taken:

The Board agreed to retain the front-door project under Old Business until the remaining work is completed.

Action Required:

Joe and Mads to coordinate completion of the remaining wall repairs and obtain a final estimate of the additional project costs.

Joe to follow up with the door supplier regarding the unexpected installation requirements and associated expenses.

Management to continue pursuing a temporary repair of the concrete entrance ramp while the larger renovation remains deferred.

B. Road Diet Financial Impact Communication — Joe

Issues Raised:

Joe reported that the communication regarding the financial impact of the road construction project had not yet been sent to the Durango City Council.

Joe explained that he intends to wait until the City's official project completion and ribbon-cutting activities before finalizing the communication. He continues to consider how to express DNF's concerns constructively while documenting the financial impacts experienced by the Co-op.

Board members suggested that Joe could circulate his draft for feedback if assistance would be helpful in refining the message.

Action Taken:

The Board agreed to retain this item under Old Business.

Action Required:

Joe to finalize and send the road construction financial impact communication to the board before sending it to the Durango City Council, copying, Local First.

C. Staff Appreciation — Mads/Sheryl

Issues Raised:

The Board confirmed that the staff appreciation card had been signed and that the staff appreciation gifts had been distributed, with the remaining few employee selections addressed.

Action Taken:

The Board confirmed that the staff appreciation initiative was completed.

Action Required:

None.

D. Katrina and Pat Blair Recognition Plaque — Mads/Don

Issues Raised:

Management reported that initial discussions had taken place with a local woodworker regarding production of the proposed recognition plaque.

Additional direction is needed regarding the plaque's dimensions, materials, photograph, and placement before an accurate quote can be prepared.

The Board discussed potential locations, including a sheltered outdoor area near the store entrance. Board members expressed support for a prominent location where the recognition would be visible and accessible to members and shoppers.

Management also discussed the possibility of incorporating meaningful materials associated with the Blairs' property or legacy into the plaque.

Action Taken:

The Board supported continued development of the plaque concept, including consideration of an outdoor installation near the entrance.

Action Required:

Don to review the previously circulated proposal and provide additional input regarding the plaque's size, materials, design, and location.

Mads to continue coordinating with the local woodworker and obtain a quote once the design requirements are clarified.

E. Selection of Governance Committee Chair — Board

Issues Raised:

The Board revisited the vacant Governance Committee Chair position.

Caroline expressed willingness to assume the role, noting that establishing a consistent meeting schedule would help the committee make progress on outstanding policy-review work.

The Board discussed the benefits of adopting a recurring meeting schedule rather than scheduling each meeting individually.

Action Taken:

Caroline agreed to serve as Governance Committee Chair, with the support of the Board. No formal vote was taken.

Action Required:

Caroline to circulate a scheduling poll to Governance Committee participants to identify a recurring meeting time and begin reconvening the committee.

F. Member Loans — Don/Danny/Joe

Issues Raised:

The Board received updates regarding two outstanding member loans.

Regarding Robert Conner's approximately $50,000 loan, Don reported that he had spoken directly with Robert, who confirmed that he had not claimed the loan on his tax returns and was willing to sign a loan-forgiveness document. Danny has been coordinating with DNF's accountant regarding preparation of the necessary documentation.

The Board noted that the forgiveness has not yet been finalized and discussed ensuring that the documentation is properly executed..

Regarding Pat Blair's loan, management confirmed that DNF continues to issue scheduled payments, but checks have not been cashed since June 2026. Danny acknowledged that he had not yet contacted the appropriate estate representative to clarify the status of the loan and payment instructions.

The Board emphasized that neither potential loan forgiveness should be treated as completed until properly documented.

Action Taken:

The Board agreed to continue tracking both loans under Old Business until their status is resolved.

Action Required:

Danny to coordinate completion and execution of the Robert Conner loan-forgiveness documentation with the accountant and Robert Conner.

Danny to contact the appropriate representative of Pat Blair's estate regarding the status of the loan and the proper handling of future payments.

The Pat Blair loan follow-up to remain under Old Business for the November Board meeting.

G. Board Retreat Planning — Don/Caroline

Issues Raised:

Don and Caroline provided an update on planning for the annual Board retreat, scheduled for Saturday, December 19, 2026.

Caroline reported that a private rental property outside Durango had been identified at a discounted cost of approximately $300 for the day. The Board noted that approximately $1,500 was available in the retreat budget.

Don reported contacting several potential facilitators, including a facilitator who had previously assisted with DNF's strategic planning work. The quoted cost for that facilitator was approximately $2,000, exceeding the existing retreat budget.

The Board discussed whether professional facilitation would be necessary or whether members could conduct productive discussions without an outside facilitator.

Potential retreat topics included Board processes and succession planning, possible expansion from seven to nine directors, member engagement and cooperative education, patronage dividends, and long-term business expansion and organizational capacity.

Board members emphasized that expansion-related conversations would benefit from clear objectives and, potentially, specialized expertise from other cooperatives or organizations such as NCG or Columinate. The Board discussed the possibility of a shorter remote presentation or discussion with someone experienced in cooperative expansion.

The Board also considered team-building activities, including a facilitated personality assessment or a cooking experience. Members emphasized the importance of balancing strategic work with relationship-building and enjoyment.

Action Taken:

The Board expressed a preference for proceeding without the proposed $2,000 general facilitator while retaining focused strategic discussions as part of the retreat.

Action Required:

Don and Caroline to continue planning the retreat, including finalizing the location, activities, and agenda.

Don and Caroline to incorporate Board feedback regarding strategic discussion topics and team-building opportunities.

H. Patronage Dividends — Joe/Board

Issues Raised:

The Board revisited the patronage-dividend discussion following a second anonymous comment asking for additional information about the metrics and decision-making process used to determine dividends.

Joe reported that his recent *Cup of Joe* column addressed the subject and explained DNF's financial considerations.

The Board discussed using the next Board Message to direct interested members to Joe's published explanation and remind members of opportunities to engage directly with Board members and management.

Action Taken:

The Board supported including information about member communication opportunities in the next Board Message.

Action Required:

The next Board Message to reference the available member communication channels and direct interested members to the already published patronage-dividend explanation.

I. Website Updates — Jacob/Mads/Joe

Issues Raised:

Jacob provided an update on development of the new DNF website.

Jacob reported that he had resumed work on the website following Harvest Fest and other competing responsibilities. The basic site structure developed by the outside contractor is in place, but additional content and formatting work remains.

Jacob noted that the mobile version requires further refinement, particularly regarding layout and scrolling behavior.

The Board confirmed that the existing public website remains in use and that the replacement website has not yet launched.

Management indicated that the contracted developer had completed the foundational website structure and that the remaining work primarily involves populating and refining the site.

Action Taken:

None.

Action Required:

Jacob to continue completing the website content, mobile formatting, and other necessary refinements in preparation for launch.

VII. GM Report/Questions and Comments

Issues Raised:

The Board discussed DNF's quarterly inventory process and the increasing cost of the outside inventory service.

Joe explained that DNF uses an external inventory company to count barcoded merchandise, while staff conduct counts of produce, bulk products, deli items, and other merchandise that cannot be scanned using standard barcodes. Inventory is conducted quarterly and is important for accurate financial reporting, evaluating departmental margins, identifying product losses, and monitoring potential discrepancies involving purchasing, pricing, or shrinkage.

Joe reported that the cost of the external inventory service has increased significantly, from approximately $1,600 for previous inventories to approximately $3,000 for a recent count. Management has experienced difficulty obtaining detailed billing information from the provider to explain the increases. The company has also been unable to provide satisfactory clarification regarding staffing and other charges.

The Board discussed whether DNF could conduct its own inventory or identify another provider. Management noted that the current service provides experienced personnel and specialized equipment, while an internal process would require substantial employee training and additional staff time. Management has investigated alternative providers but has found limited options.

The Board also discussed the importance of quarterly inventory counts in maintaining reliable financial statements. Management reported that DNF typically carries approximately $250,000 in store inventory and emphasized the importance of accurate counts for evaluating the Co-op's financial condition.

Ryan asked for an update on the proposed mini-split heating and cooling project. Joe reported that management is still awaiting an electrical estimate. The project has not been an immediate priority while management has focused on completing the front entrance door replacement.

Board members also expressed appreciation for the store's seasonal decorations and merchandising displays.

Action Taken:

None.

Action Required:

None.

VIII. Policy Governance

D4 – Monitoring GM Performance

Issues Raised:

The Board reviewed D4 – Monitoring GM Performance.

Board members discussed the policy's requirements for systematically monitoring General Manager performance through compliance with Board policies and conducting an annual performance review.

The Board noted that the policy is straightforward and that DNF's existing monitoring practices are consistent with its requirements.

No concerns regarding compliance or proposed revisions to the policy were identified.

Action Taken:

Motion made and seconded to affirm compliance with D4 – Monitoring GM Performance. Motion approved unanimously.

Action Required:

None.

IX. New Business

A. 2027 Board Budget — Don/Danny

Issues Raised:

The Board discussed the need to develop and approve the 2027 Board budget.

Danny noted that the Board's governance policies require the annual Board budget to be completed no later than the November Board meeting. The Board discussed using the existing budget as a starting point, with adjustments to reflect anticipated expenses and priorities for 2027.

Don and Danny agreed to work together on the proposed budget and circulate it ahead of the next meeting to allow Board members time for review.

Action Taken:

The Board agreed to review and consider approval of the 2027 Board budget at the November 2026 meeting.

Action Required:

Don and Danny to prepare the proposed 2027 Board budget and circulate it to the Board before the November meeting.

The Board to consider the proposed budget for approval at the November 2026 meeting.

B. Board Message — Caroline

Issues Raised:

Caroline agreed to prepare the next Board Message.

The Board discussed potential topics, including an introduction from Caroline as a newer Board member, completion of the front entrance door installation, and appreciation for members' patience during the temporary store closure and construction.

The Board also discussed including information about ways members can communicate directly with the Board and management, including submitting questions and attending Board meetings.

Members suggested referencing Joe's recent *Cup of Joe* column addressing patronage dividends and directing interested members to the newsletter archives for additional information.

Board members offered to share examples of previous Board Messages and provide feedback on Caroline's draft before publication.

Action Taken:

Caroline agreed to prepare the next Board Message.

Action Required:

Caroline to draft the next Board Message, circulate it to the Board for review, and provide the finalized version to Jacob for publication according to the Board communication schedule.

C. Board Calendar — Ryan

Issues Raised:

The Board discussed inaccuracies in the existing Board calendar, including outdated meeting dates and inconsistencies in how the calendar year was labeled.

Board members noted that the calendar should accurately reflect upcoming meetings, monitoring assignments, Board Message responsibilities, and other scheduled Board activities.

Ryan agreed to review and update the calendar.

Action Taken:

None.

Action Required:

Ryan to review and correct the Board calendar, including meeting dates, year labels, and other outdated scheduling information.

D. NCG Conference Takeaways — Mads

Issues Raised:

Mads provided an update on his attendance at the National Co+op Grocers (NCG) conference, focusing on employee health benefits, expansion resources, and organizational developments within NCG.

Regarding employee benefits, Mads reported meeting with representatives of a benefits provider recently vetted and promoted by NCG. While the potential program may offer opportunities for DNF, Mads noted that it is relatively new and that no participating co-ops had yet enrolled. Additional evaluation would be necessary before determining whether the program would be appropriate for DNF.

Mads also reported meeting with NCG's expansion services team. He clarified the distinction between NCG's development-cooperative model, which provides substantial support for establishing stores, and its expansion services team, which offers consulting assistance to existing co-ops.

Mads explained that the expansion services team operates as a paid consulting resource that could potentially assist DNF with feasibility planning, financial modeling, and other expansion-related needs.

Joe and Mads scheduled a meeting with NCG's expansion services representatives for October 23, 2026, to discuss available services, pricing, and potential next steps. Board members expressed interest in learning whether NCG could provide targeted assistance with DNF's expansion planning or contribute expertise to the upcoming Board retreat.

Mads also shared observations regarding leadership changes at NCG and the importance of monitoring how the organization's future direction aligns with cooperative values.

Action Taken:

None.

Action Required:

Joe and Mads to meet with NCG's expansion services team on October 23, 2026, to discuss consulting resources, pricing, and potential support for DNF.

Mads to circulate a brief email update to the Board following the meeting, summarizing findings and potential next steps.

X. Committee Updates

A. Executive Committee — Danny

Issues Raised:

No substantive Executive Committee update was provided.

Action Taken:

None.

Action Required:

None.

B. Special Events Committee — Ryan

Issues Raised:

Ryan provided a brief update regarding planning for the 2027 Harvest Fest.

The Special Events Committee previously selected Saturday, August 21, 2027, from 2:00 to 7:00 p.m. as the proposed date and time. Ryan noted that confirmation from the City had not yet been received regarding the requested event date and location.

The committee also received confirmation that DNF's 2026 Harvest Fest marketing grant from the City had been approved. The Board discussed ensuring that the funding was accurately reflected in the event's financial records.

Action Taken:

None.

Action Required:

Ryan to follow up with KiKi and the City to confirm the August 21, 2027 Harvest Fest date and location.

Ryan to review and update the 2026 Harvest Fest budget to ensure the approved City marketing grant is accurately reflected.

C. Governance Committee — Caroline

Issues Raised:

Caroline provided an update following her agreement to serve as Governance Committee Chair.

Caroline indicated that her immediate priority is to establish a consistent meeting schedule to reconvene the committee and begin addressing outstanding governance policy reviews.

The Board noted that previous Governance Committee materials and policy-review notes are available in the shared Board files and may provide useful guidance for the committee's upcoming work.

Action Taken:

None.

Action Required:

Caroline to circulate a scheduling poll to Governance Committee members to establish a recurring meeting schedule.

The Governance Committee to review previously identified policy issues and outstanding recommendations as it resumes its work.

D. Feasibility Committee — Lauren

Issues Raised:

Lauren reported that the Feasibility Committee had not held a substantive meeting since its previous update. She noted limited participation and competing responsibilities among committee members.

Lauren formally announced her resignation as Feasibility Committee Chair, citing insufficient personal capacity to continue leading the committee.

Lauren emphasized that a significant obstacle to potential expansion remains management's limited operational capacity to pursue additional business development activities while maintaining DNF's existing operations.

The Board discussed the Feasibility Committee's lack of recent progress and the need to identify a more productive approach to evaluating potential expansion opportunities.

Board members discussed developing a structured feasibility exercise around a potential new revenue stream, such as a juice-bar concept, to establish a repeatable process for evaluating future opportunities. Such an exercise could help identify the information, resources, staffing, and financial analysis necessary for an actual expansion proposal.

The discussion also addressed the importance of clearly defining responsibilities between the Board and management. Members expressed differing perspectives on how much preliminary planning the Board should undertake before requesting detailed operational and financial analysis from management.

The Board discussed potential assistance from the Small Business Development Center, National Co+op Grocers, and other cooperative development resources.

Members acknowledged that both Board volunteers and management face capacity constraints and that meaningful progress will require clearer goals, defined responsibilities, and sustained participation.

The Board also discussed the potential implications of DNF's limited existing store capacity, changing local market conditions, and possible future competition. These considerations reinforced the importance of developing a more deliberate approach to long-term strategic planning.

The Board noted that expansion readiness and the feasibility process should remain topics for the upcoming Board retreat.

Action Taken:

Lauren stepped down as Feasibility Committee Chair.

The Board agreed to revisit Feasibility Committee leadership at the November 2026 Board meeting.

No replacement chair was appointed, and no specific expansion project was authorized.

Action Required:

Selection of a new Feasibility Committee Chair to return for discussion at the November 2026 Board meeting.

The Board to incorporate discussion of the feasibility process, operational capacity, and potential expansion planning into its upcoming retreat.

E. Finance Committee — Don

Issues Raised:

The Board noted that the Finance Committee is expected to meet again in November.

Members briefly revisited the status of the outstanding member loans, particularly the pending documentation for the potential forgiveness of Robert Conner's loan. The Board reiterated that the loan remains outstanding until the necessary documentation is completed and executed.

The proposed 2027 Board budget was addressed separately under New Business.

Action Taken:

None.

Action Required:

Finance Committee to continue its regular meeting schedule, with its next meeting anticipated in November.

The outstanding member-loan follow-ups remain assigned under Old Business, Section VI.F.

XI. Meeting Adjourn