DNF Board Meeting
Nov 18st 5:30-7:45 pm
Rocky Mt Retreat Center

Time	Subject	Facilitator
5:30	**I. Call to Order**	Sheryl
	II. Check-in Question	Sheryl

DNF Board of Directors

Mission Statement

The Durango Natural Foods Co-op board democratically and cooperatively serves as the voice of our member-owners, working together in accordance with the Bylaws and Policy Governance to ensure the present health of the Co-op, while honoring its past and envisioning its future as a food and community hub.

	III. Membership Comments or Questions	Board
	IV. Minutes Approval from last meeting	Ryan
	V. Agenda Approval	Sheryl
6:00	**VI. Old Business**	
	A. Joe/Mads summary of front door	Joe
	B. 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.	Joe
	C. Update on staff appreciation card signing and gift distribution	Mads/Sheryl
	D. 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.	Mads/Don

E. Caroline to circulate a scheduling poll to Governance Committee participants to identify a recurring meeting time and begin reconvening the committee.	Caroline
F.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.	Danny
G.Don and Caroline 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.	Don/Caroline
H.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.	Don/Danny
I. Ryan to review and correct the Board calendar, including meeting dates, year labels, and other outdated scheduling information.	Ryan
J. 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.	Ryan

6:40 VII. GM report/questions, comments — GM/Board

6:55 VIII. Policy Governance

B1-Financial Conditions and Activities
C4-Director’s Code of Conduct

7:00 IX. New Business

A. 2027 Board Budget	Don/Danny
B. Message (?) Calendar need updating	
C. New Feasibility Chair	Board
D. 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.	Mad/Joe

7:15 X. Committee Updates

A. Executive	Danny
B. Special Events	Ryan
C. Governance	Caroline
D. Feasibility	Lauren
E. Finance	Don

7:45 XI. Meeting Adjourn

Policy Type:	Executive Limitations
Policy Title:	B1 – Financial Condition and Activities
Last revised:	July 19, 2023

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.

The GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in ownership and owner paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's loans.
7. Allow late payment of contracts, payroll, loans or other financial obligations.
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
9. Acquire, encumber or dispose of real estate without Board approval.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).

13. Transact capital expenditures greater than $10,000.00 per month without approval of the Board and fail to disclose said capital expenditures.
14. Fall out of good NCG membership standing nor fall out of line with any applicable national NCG purchasing contract requirements.

Policy Type:	Board Process
Policy Title:	C4 – Directors' Code of Conduct
Last Revised:	October 17, 2018

We each commit ourselves to ethical, professional and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative's owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.
    a. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
    b. At a new director's first board meeting, he/she will complete the "Conflict of Interest Disclosure" form, and will verbally report to the whole board the potential conflicts. Any subsequent potential conflicts will be reported to the whole board immediately.
    c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
    d. A director who applies for employment must first resign from the Board.
3. Directors may not attempt to exercise individual authority over the organization.
    a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
    b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors will prepare for attend, and participate fully in all Board meetings and trainings.
6. Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.
7. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.