Regular Board Meeting
January 16th 2019, 5:00 – 7:00pm
Durango Joe's Conference Room

Meeting Minutes

In attendance: Board Members: Cody Reinheimer, David Konikowski, Weston Medlock, Cathy Cowles (via phone call in), Don Lewis; General Manager: Joe Zwiebach; Member-Owners and Staff: Tim Wheeler, Mads Root, Jamie Matthews, Jules Masterjohn, Ron Margolis.

Time		Subject	Facilitator
5:00	I.	**Call to Order**	Cody

Check In
Ends Statement- read by David Konikowski

II. **Membership Comments or Questions** — Cody

- Tim Wheeler expressed the benefits and importance of having a Finance Committee advise the board for financial governance and best practices
- Jules expressed her frustrations with the obstacles that DNF faces and has faced in the past when trying to grow, expand, and obtain financial security
- Ron briefly mentioned that he had been made aware of DNF's financial challenges and wants to and has joined the meeting to support the board and provide insight

III. **Minutes Approval from last meeting** — Wes

- Cody moved to approve the Minutes from the December Board Meeting; Wes seconded. Motion carried

IV. **Agenda Approval** — Cody

- The Agenda was approved, without any changes

V. **GM Update** — Joe

i. Issued Raised:
  a. The GM reported that December's revenue exceeded last year's numbers and that January has started off with good numbers.
  b. 384 DNF Surveys were submitted in 2019 and are currently being organized and analyzed by the GM and the DNF Marketing Coordinator. So far, the surveys have revealed valuable insights.
  c. GM reported that the inventory completed at the end of 2019 went very well, and the GM feels comfortable that numbers are more accurate compared to last year

ii. Action Taken: none
iii. Action Required: none
iv. Attachments: none

VI. **Committee Updates**

i. Issues Raised:
  a. Finance Committee: Cody reported that the Finance Committee has set a date to meet and will have an update once this meeting has transpired.
  b. Governance Committee: David expressed that the Governance Committee is doing well but could also use some more resources. Currently the Governance Committee is looking at sample Committee Charters and will draft a Governance Committee Charter soon. Cathy and David have been working on wordsmithing the bylaws and are close to being ready for attorney review. Jamie expressed the importance of being meticulous when combing through bylaws and advised dissecting each and every section. Jules mentioned there has been concerns in the past about the legitimacy of DNF bylaws and that this is an area of DNF that needs to be crafted with care.
  c. Feasibility Committee: Cody shared the Feasibility Committee Charter: The Feasibility Committee is at the forefront of developing a clear vision of our options for future growth, and our path forward towards long-term sustainability. There was discussion about maintaining the balance between considering the

possibilities of expansion while still ensuring that our current financial position helps leverages these expansion opportunities in the future.

a. Annual Celebration Committee: The title of the committee was changed from Annual Meeting to Annual Celebration Committee. The committee is striving to increase the turnout for the 2020 Annual Celebration

ii. Action Taken: Mads joined the Finance Committee

iii. Action Required: Finance, Governance, and Annual Celebration Committees need to draft Charters

iv. Attachments: none

VII. **Old Business**

A. Follow up on December minutes Action Items — Wes

i. Issues Raised: we reviewed action items for the December Board Meeting minutes to check in on progress

ii. Action Taken: none

iii. Action Required: none

iv. Attachments: none

B. Board Budget — Cody

i. Issued Raised: 2020 Board Budget will be presented once the Finance Committee meets

ii. Action Taken: none

iii. Action Required: Finance Committee will review the Board Budget, and the Board will review any updates.

iv. Attachments: none

VIII. **Policy Governance Review**

A. Review Policy B7, Communication and Support — Joe

i. Issues Raised: GM expressed that there are challenges with how documentation has been filed in the past and this presents challenges when trying to recover documentation to communicate with staff and the Board.

ii. Action taken: Cody moved to accept Joe's B7 Report. Weston seconded. Motion carried

iii. Action Required: none

iv. Attachments: none

B. Review Policy C5, Officer's Roles — Cody

i. Issues Raised: The Board determined that we are in compliance of C5 Policy Review

ii. Action Taken: David moved to approve that the board is in compliance of the C5 Policy Review. Cody seconded. Motion carried.

iii. Action Required: none

iv. Attachments: none

IX. **New Business**

A. CBLD update & trainings — Cody

i. Issues Raised: The board discussed the option of gathering together to watch free training videos provided by CBLD

ii. Action taken: none

iii. Action Required: none

iv. Attachments: none

B. Payroll savings — Cody

- Postponed until after the Finance Committee has met

C. Board Recruitment Matrix — David

i. Issued Raised: Once this matrix is completed by all board members, the board will then identify skill gaps and strengths to then strategically recruit new board members

ii. Action taken: none

iii. Action Required: Weston, Rachel and Don need to complete the Board Recruitment Matrix

iv. Attachments: none

X. **Other Announcements**

- Cody, Hadley and Weston will be tabling at the Durango Chili Cookoff to represent DNF

7:05 XI. **Meeting was adjourned at 7:05**

Submitted by Weston Medlock
Vice President of the Board