FORT COLLINS FOOD CO-OP
BOARD OF DIRECTORS REGULAR MEETING
MEMBER MEETING MINUTES

Date: January 14, 2026
Time: 5:30 PM
Location: Elevations Credit Union Community Room
211 East Mountain Avenue, Suite 230
Fort Collins, Colorado 80524

1. ATTENDANCE

Board Members Present (In Person):
- Amanda Höfer, Chair
- Casey Terry, Vice Chair
- Bonnie Meyer, Board Member
- Natalie Yoder, Board Member
- Dennis Lacerte, Board Member
- Christine Luckasen, Secretary

Board Members Present (Online):
- Lauren DeBell, Board Member
- Katie Christensen, Board Member

Staff Present:
- Nasa Brockus, General Manager
- Savannah

Also Present:
- Lianna Gerrish, Prospective Board Member
- Seven (7) Member Owners

2. CALL TO ORDER

The meeting was called to order at 5:30 PM by Amanda Höfer, Chair.

3. ESTABLISHMENT OF QUORUM

A quorum was established with eight (8) board members present.

4. APPROVAL OF AGENDA

The agenda was approved as presented.

5. FINANCIAL REPORT AND REVIEW

Natalie Yoder, Treasurer, presented the financial report for December 2025:

- Gross sales: $56,107.73
- Labor percentage of sales: 39.3%
- New member owners: 9
- Total active member owners: 3,490
- Frozen department sales growth: 137.7% compared to December 2024

The financial report was received and filed.

6. GENERAL MANAGER REPORT

Nasa Brockus, General Manager, provided the following updates:

Store Operations and Transition:

- Closing day at 250 Mountain Avenue: January 29, 2026
- New location contractor work on track for completion on: February 1, 2026
- Projected opening date for new location: February 7, 2026
- Gift cards now available with $20 minimum purchase

Business Development:

- Improved purchasing terms secured with UNFI
- Partnerships established with local food brokers to stock opening shelves
- Continued pursuit of microloan funds before end of January
- Coordination with Greenspoon and other brokers for product donations for new store

Store Features:

In response to a member owner inquiry, the General Manager explained that the new location will feature a kitchen with items for customers to build their own meals, as well as grab-and-go food options. The butcher shop will offer in-house deli meats and local sourcing.

The General Manager's report was received and filed.

7. DISCUSSION AND VOTE: NEW BOARD DIRECTOR

Natalie Yoder explained that a Board seat vacancy occurred and the Board sought a potential Board member with financial experience. Lianna Gerrish was introduced as the prospective Board member.

Lianna Gerrish presented her background in corporate finance and experience working with small businesses and QuickBooks, expressing enthusiasm about joining the Board.

Amanda Höfer referenced Article 4, Section 5 of the Bylaws, which grants the Board authority to fill vacancies.

- **MOTION:** Dennis Lacerte moved to appoint Lianna Gerrish to fill the vacant Board position. Bonnie Meyer seconded the motion.
- **VOTE:** All Board members voted in the affirmative. Motion passed unanimously.

Lianna Gerrish was welcomed as a new Board member.

UPDATE: DEFINING OUR SOUL SUB-COMMITTEE

Lauren DeBell provided an update on the committee's work with Sam Cooper Design Co., a graphic design and branding company. The committee's purpose is to maintain and define the soul of the Co-op.

Key accomplishments:
- Reviewed and refined Co-op mission and values
- Developed visualization of values
- Created new logo and brand plan to be revealed with the new store opening
- Transition from Mountain Avenue Market; back to Fort Collins Food Co-op

Nasa Brockus confirmed that a grand reveal is planned for the new logo.

8. UPDATE: MICRO-LOAN PROGRESS

Natalie Yoder reported on the micro-loan fundraising program:

- Current amount raised:	$82,000
- Goal:	$150,000
- Purpose:	To open with maximum inventory
- Deadline:	End of January 2026
- Verbal commitment pending:	$20,000
- Minimum micro-loan amount:	$2,000
- Alternative option:	Gift cards available

The Board discussed plans to overshoot the $150,000 goal and promote the gift card program to member owners, particularly targeting donors who cannot give larger amounts. Gift cards up to $500 will be sold as a fundraising initiative, with communication through social media and member owner emails.

9. UPDATE: 1100 W MOUNTAIN AVENUE IMPROVEMENT PROGRESS

Updates on the new location improvements were provided:

- Electrical work completed
- Painting scheduled to begin soon
- Windsor Painting Company selected as contractor
- Paint color scheme finalized with Sam Cooper Design Co.

10. UPDATE: BOARD POSITION ON MEMBER-OWNER REQUEST TO VOLUNTEER

The Board discussed the legal and liability considerations regarding member-owner volunteers:

Legal Considerations:
- Liability risk and potential violation of federal labor laws prevent member owners from volunteering for paid staff roles
- Association status under Colorado law limits volunteering at the premises
- Liability waivers may be utilized for certain volunteer activities

Clarification:
- Member owners are part-owners of the cooperative
- Ownership status is distinct from labor status
- Non-staff volunteer activities such as tabling may be permissible with appropriate waivers

The Board discussed the potential for committee participation as an in-kind contribution from member owners, with further discussion to follow among Board members.

11. UPDATE: BOARD OF DIRECTORS RETREAT RECAP

The Board reviewed outcomes from the December retreat:

Governance Decisions:
- Received training session from Chad Hooper of South Philly Food Co-op on Policy Governance
- Established General Manager performance monitoring protocols
- Created 2026 meeting calendars and budgets
- Reviewed board roles and responsibilities

Administrative Actions:
- Certified election results
- Evaluated communication tools
- Planned membership growth initiatives

12. UPDATE: BOARD OF DIRECTORS OFFICERS

Casey Terry presented the following officer appointments:

- Board Chair:	Amanda Hofer
- Vice Chair:	Casey Terry
- Treasurer:	Natalie Yoder
- Secretary:	Christine Luckasen

13. DISCUSSION: MEMBER EQUITY INCREASE

Natalie Yoder led a discussion on potentially increasing the member equity buy-in amount:

Current Status:
- Current equity buy-in: $160
- Proposed consideration: Increase to approximately $300

- Rationale: Align with other co-ops; current amount among lowest nationally
- Timing: Re-evaluation appropriate as Co-op moves into new store

Member Owner Questions and Discussion:
Question: What are the advantages of being a member owner?

Response (Nasa Brockus and Natalie Yoder):
- Member-specific pricing
- Member appreciation days (including Wednesday senior days)
- Enhanced discounts on special orders and bulk items
- Dividend payments when the business is profitable

Question: Could there be a lesser tier of membership, potentially for students?

Response (Natalie Yoder): The Board has observed this structure at other co-ops and is discussing how to make membership equitable and accessible.

Current Membership Structure:
- Lifetime membership at other co-ops: approximately $300
- Current annual rate: $20 with installment options
- Emphasis on member ownership rather than just shopping access

Planned Member Benefits Expansion:
- Member-specific sales
- Quarterly discounts
- Potential dividend payments in future

The Board requested general member owner feedback on this issue. No formal vote was taken at this meeting.

14. DISCUSSION: ADOPTION OF NEW BYLAWS

The vote on adoption of new bylaws was tabled to a future meeting.

The Board discussed establishing a governance committee to address bylaws and related governance matters.

15. COMMITTEE FORMATION

The Board discussed the establishment of committees to support Board functions:

Finance Committee:
- Members: Lianna Gerrish and Natalie Yoder
- Purpose: Review financial matters and create charter documents
- Action: Review and create charter documents by next meeting

Governance Committee:
- Members: Casey Terry, Amanda Höfer, Christine Luckasen (tentative)
- Purpose: Address bylaws, policies, and governance matters

- Action: Review and create charter documents by next meeting

The Board agreed to formally establish these committees at the next meeting.

16. ANNUAL OPERATING PLAN (AOP) APPROVAL

The Board reviewed the proposed Annual Operating Plan for 2026:

Key Projections:
- Projected margin: 2.3% or $54,000 profit for the year
- Note: Some months will show negative results due to property taxes
- Reflects current QuickBooks accounting practices
- Shows $130,000 COGS impact in January

Discussion Points:
- Finance Committee to create secondary document to help General Manager track actual margins separately from startup costs
- Board to review AOP after Q1 and readjust as needed
- General Manager to implement quarterly inventory counts to track true margins
- Document to be maintained as living document while preserving previous versions for reference

- **MOTION:** The Board moved to adopt the Annual Operating Plan for 2026 as presented, with plans to reassess at the end of Q1.

- **VOTE:** Motion passed.

17. COMMUNICATIONS STRATEGY

The Board clarified communications responsibilities:

Board Secretary Responsibilities:
- Board announcements (election results, meeting notices)
- Meeting agendas and minutes distribution
- Distribution method: Constant Contact

Staff Responsibilities:
- Promotional materials
- Regular member updates
- Social media engagement

Board Member Support:
- Lauren DeBell offered assistance with marketing initiatives and website updates

Additional Actions:
- Update website to remove outdated FAQ content
- Coordinate photos of current store location before closure (Lauren DeBell to coordinate with General Manager)

18. QUESTIONS AND COMMENTS FROM MEMBER OWNERS

Question: How are you reaching out to member owners?

Response (Natalie Yoder): QR code displayed on new building; enhanced outreach efforts planned

Question: Will member owners receive emails about agenda meetings?

Response (Nasa Brockus): Intent going forward is to inform member owners about Board meetings and other important dates through regular communications

Additional member owner comments included appreciation for staff hard work and inquiries about construction access to the new store.

19. ADJOURNMENT

- **MOTION:** A motion was made to adjourn the meeting.
- **VOTE:** The motion was seconded and passed unanimously.

The meeting adjourned at 6:51 PM.

An Executive Session was held following adjournment of the regular meeting.