

To: Victoria Robinson, DNF Board President, and Jim Forleo, Board Vice President

Victoria, regarding your May 22<sup>nd</sup> email to me, with cc to the new board members and others (is Geoff Wolf still part of the board?), about your intent for the future of this DNF board and planned or unplanned exclusionary meetings: Let me emphasize that I concur with and support your intent for the board to build positive energy with a focus on open communications and to be open to ways that help strengthen DNF for the future. My support as an engaged DNF member-owner, however, is not focused on “supporting all of the Board Directors,” as you hope for in your email; nor is it support of specific persons or deference to “official board titles,” such as yours. That sort of “blind personal allegiance” is precisely what has led to the damage our organization incurred in the past, from which we are still suffering. My support always has been and will continue to be focused on promoting and supporting a healthy and sustainable co-op organization in a member-inclusive democratic way. In particular, my concern is the way the board and co-op function together and how that addresses—or doesn’t address—critical issues facing our very survival in a timely fashion; as well as avoiding board actions that are either counter to co-op democracy and member involvement, or severely damaging to DNF, its operations and staff, and its future. Obviously, this is part of our recent history and these are things I’ve written and communicated a great deal about.

In that regard, please be advised that I will communicate with whom I please and I will not stand for “private” non-transparent exclusionary board meetings, regardless of their stated purpose. I will assert my rights under the Co-operative Principles—especially democratic member control and, importantly, board accountability to the members that is *explicitly* embedded in that and other principles. I will attend whatever board meetings I wish to and will not seek your or anyone else’s permission beforehand; of course, with deference to executive session meetings for restricted legally legitimate purposes, clearly laid out in state law. Other than that, the days of private meetings and secret board agendas without visibility to the DNF membership are over; we need to collaborate to solve pressing problems facing our very survival.

It makes no difference to me whether you or your supporters dislike me, disagree with me, or continue to try to fight my involvement in the future of DNF as an actively engaged member-owner. I’m not going to go away. In fact, in a recent letter-to-editor<sup>1</sup> by one of your supporters it was brought up that I got the lowest vote total of all seven in the recent election. That’s true; but also true is that at 57 votes, I got more votes than anyone from the old board has ever received, as Geoff has noted several times that no more than 30 to 35 people ever voted in any election while he was there. You have two options, Victoria: continue your present stance of fighting me at every turn and trying to cut me out with a board legacy of domination and control, and spend your energy dealing yet again with my reaction; or shift to a more inviting, welcoming and inclusive attitude to members who want to “actively participate in setting co-op policies and making decisions,” as the co-op democratic principle states. Membership involvement does not reduce to: “Thank you for being a spectator at our monthly parliamentary board meetings; and not speaking unless spoken to.” It’s about board accountability to the members.

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<sup>1</sup> Recent related letters-to-editor are: 2015-04-19 Jules Masterjohn, [“Attend DNF annual meeting and vote”](#)  
2015-05-12 Jules Masterjohn, [“DNF story painted inaccurate picture”](#)  
2015-05-20 Root Routledge, [“Stop the spread of myths about DNF”](#)  
2015-05-24 Chris Brussat, “Time to retire foolish DNF tirades” [search did not produce an online Herald link]

To: The new board-member majority of five —

Rachel Bennett, Dan Randolph, Jules Masterjohn, Kim Wiggins, Patricia O’Kayne Ey

Expressing leadership

I think you five have the potential to form the core of an excellent new DNF board team, presuming you understand and exercise your roles as *independent DNF leaders*, each bringing a breath of fresh air and new thinking that would revitalize the DNF board and its integrity. And not see yourselves or behave as subordinate “freshman board members,” by definition clueless about the “ways of the board,” expressing meek undue deference and fealty to the direction and tutelage of the board president and indoctrination by the legacy remnant of the old board. That will keep you mired in past thinking. The board president organizes the board meetings, but regardless of how she fancies herself, she is not the all-powerful “DNF CEO,” nor the “new Geoff Wolf” or authoritative “DNF President,” nor is she your anointed “leader,” and she certainly is not your “boss.” Formal position titles are quite different than the manifestation of leaders who emerge naturally to a calling among their peers—the five of you.

We are not a corporation, nor should we follow a hierarchical corporate model of entity management—which is akin to the two-level dictatorship of the recent past: board and its president over the GM; GM over the organization. That is anything but democratic co-op management. We are a small 1400-member co-op trying to manage ourselves and solve critical problems in a way that promotes our ability to flourish as a co-op “family” in a challenging environment. Even though just elected, you are all equals among seven in terms of board power, forming a new majority that hopefully will immediately focus on the crises DNF faces; without being sidetracked with undue emphasis on the technocratic details of board bureaucracy governance.<sup>2</sup> If that’s all you accomplish over the next two or three months, you will have failed your responsibility to DNF and its members. Your role is not about properly following the rules to arrange the chairs on a sinking ship. I believe it was Albert Einstein who said: “You cannot solve problems using the same thinking that created the problems.” You don’t have to wait to be “called on;” anyone can make a motion about anything, second it, all in favor—aye! In a democratic co-op a board majority of “ayes” rules; in an autocratic board the “ruler” rules. Watch closely for Victoria’s behavior and whether she sees herself as the new “controller of the board;” and assert yourselves when you feel you need to regarding your own inherent authority as an independently elected board member. If it becomes restrictive domination and control, stifling where you guys want to take things, you need to stand up and resist that ideology and management style. The new board team should not be about frivolous hollow clichés like, “let’s all just get along co-operatively;” you were elected to be responsible for the health and wellbeing of our DNF co-op, regardless of whether issues and effective solutions are contentious or not. When board bureaucracy gets in the way of that, you need to be assertive in stepping up to your *real* responsibility to DNF and its member-owners by insisting the team-focus remain on solving problems. The importance of you internalizing your independence, while working as a team focusing on critically urgent issues will become clear below.

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<sup>2</sup> Incredibly, Geoff Wolf has said on multiple occasions that the “Policy Governance” style of management is very complex and “takes a full year to really understand.” If that statement was presented in the business world, after everyone stopped laughing they would ask you to seek employment elsewhere. In the meantime, the ship is sinking. Board policy bureaucracy can easily be suspended or postponed to deal with urgent crises, like the crashing of our sales volume and financial losses. The survival of our co-op should be the first priority agenda.

### Crises facing DNF—Crash in sales volume and Board culture

As five new board members, you are faced with a new dose of reality, which the old board has either caused, been oblivious to, or clueless on how to address it—don't look to Victoria or Forleo for direction in understanding or addressing these crises; as a veterinarian and chiropractor, whatever their skills in their profession, neither knows much, if anything, about management. At least two urgent crises are impacting a healthy and sustainable future for DNF. First, we have a revenue crisis, which began last fall and, according to what Brian has shared earlier “crashed in December,” continuing with “a crash in sales from April through May;” but he has told us he doesn't really know why. By all indications we are doing worse than last year and worse on a month-to-month basis. Unless we urgently address the serious decline in sales, we will find ourselves rapidly sliding deeper and deeper into a full-blown financial crisis. What's this new board's response going to be then; just stick with “policy governance and don't interfere with the management of DNF, since that's supposedly the exclusive domain of Brian, the GM”? Or, simply give up like before; “We better sell DNF to someone else?”

This crisis requires an “all hands on deck” approach by board members, starting with a business analysis of *why* our sales have crashed, or we won't have a DNF to worry about. Did we have a member exodus; what was its timing? How does the sales decline break out between member and non-member sales? Are there other ways to break out the numbers to further understand what's behind the sales crash? What's our employee turnover rate? Why is it so high; or is it? How are we measuring it; or are we even measuring it and reporting it on a monthly basis as a measure of organizational health and performance? Are we doing exit interviews? How is the turnover affecting our functionality and overall employee morale; what's our customers' perception of it and does it affect whether or not they continue to shop with us? Is anyone calling members who are no longer shopping at DNF, or shopping at a much reduced rate, and asking them why and what we can do better to get them back? Are we studying the efficacy of our marketing approaches; or just randomly trying different things and hoping for the best? There are proper ways to do that while gaining measurable insight about its effectiveness.

These are obvious business management questions to address. There are so many things we could be—and must be—doing NOW. If we're a team approaching this crisis, it doesn't mean dumping all that responsibility on Brian. I'm sure he's overloaded just trying to keep the personnel and functional transaction side of the organization working properly. The old board's philosophy is, “Hey; we don't put our fingers inside the store; we just fire the GM when he fails.” Are there members who have business expertise who could help? Nobody wants to merely be on some “committee” to look into it; we need aggressive action projects focused on understanding the problems and finding solutions quickly. Who will define the problem and identify those projects? We members are not relying on the “ways of the old board;” we are counting on you new members to step forward and lead. These are the urgent issues that the new board—you folks—should be addressing; not how to perform technocratic policy minutia that is focused on long-term “visions and strategy” and GM performance, all worded negatively, by the way, with “thou shalt not” phrases in the board policy manual—a sort of myopic management absurdity on steroids. We're in crisis management mode; and if you don't believe that, sit around and do nothing but “policy governance” and see what happens—who will be responsible then for the demise of DNF?

Secondly, we have a board cultural crisis. Our integrity as an organization, and board of directors, has been severely damaged. How has that affected our sales crash? Have we studied the timing of the crash

events; even weekly, and correlated that with other events, such as board decision announcements regarding elections (e.g. [November 6<sup>th</sup> letter from Geoff](#) cancelling the December 3<sup>rd</sup> special election meeting, after promising earlier, with legal counsel present, that the members earned that)? I know I've heard from longtime stalwart members who have been so disgusted with board actions that they have simply taken their shopping dollars to other "natural foods" options in the area—you know; voting with their dollars. While some elected board members had decided that their loyalty, perhaps out of personal friendships, was to "rally around" various board members of the past because the board's decisions and actions were being challenged and their integrity questioned, they continue to spin defensive false narratives trying to justify their behavior, decisions, actions and impacts and attack the challenger. The board has done nothing but blame DNF employees and fire people for their own malfeasance. The loyalty focus needs to shift to our co-op and its members. What I'm challenging is a legacy of ineffective board management... and, while I'm counting on the new board members to step forward as leaders, I'm a member who is willing to help where I have expertise. It's up to you to save DNF.

### [Board integrity and dignity versus board hypocrisy and arrogance](#)

As painful as it may seem, we cannot let these old wounds continue to fester by ignoring them or simply blaming others for pointing out the continued behavior and its lasting damage. Indeed, they have already spilled over into our new election process and our very identity as a co-op, which I will explicate below with detailed examples showing how this unhealthy behavior continues to manifest to this day. Like climate change or the efforts of past neo-cons to rewrite Middle East war history, a board and its supporters in continual denial of the inconvenient facts, because they just wish they'd go away if people would quit bringing them up, is shirking its accountability and responsibility to face the reality of current challenges.

Let's start with the hypocrisy of proud statements in board policy and board-meeting ritual that are intended to support the claim that "our focus is pure" and "we never meddle in the internal affairs of the organization." Hypocrisy renders such platitudes hollow and meaningless, whether or not they were wise in the first place.

**Ritual of "Reading the Ends Statements":** If you been to previous board meetings, you've seen former board president Geoff Wolf start each meeting with a reading of the ends statements. His voice would get solemn, almost reverential, while he read the statements like a sacred opening prayer; then would conclude by saying something to the effect that, "Well, there they are; that's what we're all about. Guided by these ends, we'll be doing the right things." As if, by starting every meeting that way he was noting "our purpose is pure" and "as long as we're guided by these end statements, everything we do will be focused on the good of our co-op." Hogwash! Look at the damage DNF has incurred from board actions, in spite of the opening prayer.

How about focusing on who we are. If we're really a co-op democracy, genuinely encouraging real member involvement, how about a reading of the democratic member control principle of *The Cooperative Identity*. That would underscore who we are; not what "ends" we are trying to achieve by "any means the board chooses." Of course, end goals can be meaninglessly imprecise, change or become more specific, depending on the contingency situation and timeframe we find ourselves in. That might impose some humility and sobering restraint on the presumed extent of "entity management"

board authority, which is undoubtedly why the board hasn't kept this principle in the fore of our consciousness with readings.

***Democratic Member Control:** "Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership..."*

**Keeping board fingers out of the pie:** This perhaps is the most hypocritical of all claims. Here is an extract of what was stated (original emphasis) in the April 2015 Election Information Packet:

The DNFC BOD operates using Policy Governance, a governing style that clearly defines the role of the BOD and GM. This style of governance allows the BOD to have its arms around the store without having its fingers in it. *It should be noted that the BOD is NOT involved in the day to day operations of the store.* Training will be provided to new BOD members in this system of governance.

The BOD receives support and training as needed from the National Cooperative Grocers (NCG) and Cooperative Development Services (CDS).

It claims the board doesn't mess with what's going on internally with the store; however, it can do what it wants with the store "entity", by "having its arms around the store." Again, in the tough situation we are currently facing, the objective is ridiculous, setting up the GM for failure by saying, "Hey; it's all on you Brian, we're cheering you on, but it's all your responsibility as the GM, for which we'll judge your performance according to our policy "L-statements." And, when the board actually does mess with the store, the GM is left to deal with the resulting mess. Explicit examples follow below; but one more item related to who we actually are and the identity we have held for 40 years.

**Board arrogance in arbitrarily redefining our logo identity:** From a member and community perspective, for 40 years we have been known as "DNF"; that's our short-name and part of our core member identity, including our market identity. It's not an acronym game that anyone should fiddle with willy-nilly, unless it is first put forth in a serious way to the members and asking them, "Hey; the board is thinking of changing our identity for the reason that... Before we start messing with our identity, however, we want to know what you members think." Yet the thinking of this old board is that, even though none of them received more than 35 votes, it's "their" entity and they can do what they want with "their entity" known as Durango Natural Foods Co-op; and probably no members will notice, or care if they do.

The new material coming out of board communications, especially with the 2015 election packet, started to redefine us as "DNFC" to the public—which could morph into a logo standing for anything, for example "DNF Corporation," should we someday be bought out due to financial collapse and "privatized." Then, more recently Victoria and others have been signing their organizational identity as

“DNFCo-op”. Really? Who is directing this? Is it Brian’s own initiative; or our new outreach coordinator on her own? Or is Brian being directed to shift our identity in his communications? Brian, please speak to that at our next board meeting: Who and why? Is it just some old board member’s fancy who never had more than 35 votes from the membership; or is there a more sinister motive, subtly redefining our “entity” further and further away from our tradition for some future “merger” plans? “Hey, were not that old “DNF” anymore; we’re now...” Who? Who’s doing this and why? If it’s “the board,” are you new members involved in this decision, which changed right after the first board meeting, making it look to the members like it might have been the first decision out of the newly elected board; or are you just handing it over to the board president’s discretion by default? After all, what’s in a logo expression anyway; other than an expression of our identity to the world?

Did you notice most recently, in the last DNF blast announcement, following the drift from our traditional “DNF” to “DNFC” to “DNFCo-op”, our logo has now merged with the NCGA “co-op” logo? What!? Are we now an affiliate subsidiary of NCGA (or NCG, as they now like to refer to themselves), or with a planned but subtle drift that way—“Hey, the members will never notice that their co-op is now someone else’s.” What does that imply in terms of “NCGA’s fingers in our local DNF pie?” Could they claim an “affiliation” intervention right under some circumstance, if their logo appearance is welded to our local co-op logo... in order to protect their brand identity? Note in their statement above, “the BOD receives support and training... from NCG and CDS.” Is it “support and training” or a program of sustained control by indoctrination? Now, check out this new merging of DNF with the NCGA “Co-op” logo, and ask yourself, “Why are they doing this?” Ask yourself: “Who are we now?”

Top identity banners from the May 14<sup>th</sup> and earlier, then May 21<sup>st</sup> and 28<sup>th</sup> email blasts:

*Figure 1: Top identity banner from the May 14th email blast—DNF identity*



*Figure 2: Top identity banner from the May 21st and May 28th email blasts—DNF-NCGA Co-op identity*



Don’t ask *me*, “Why is this such a big deal to you, Root, after all it’s just an acronym.” Ask why it’s such a big deal to the old board legacy members, Victoria and Forleo—or do Geoff Wolf, Mark Goehring of CDS (both cc’d on Victoria’s email) and NCGA still have their fingers in the DNF pie? If you know

anything about marketing, image and logo management (I do with an MBA; and Geoff is a marketing VP with a firm in Kansas City), it's a *huge deal*, especially when the organization should want a consistent presentation of identity to our customers... unless they're subtly trying to "redefine" our organization—"Who the hell are these guys anyway—DNF, DNFC, DNFCo-op, NCG? Can't they figure that out?"

Does anyone have any idea of how our long-term members respond to such audacious screwing around with our 40-year identity? Faced with our present sales crash, is it one more frustration due to DNF board arrogance, from which consciously aware members finally say, "Enough! I'm no longer shopping here where I've been a member and shopping for over a decade!"? How dare these few—Victoria, Forleo, Geoff, Goehring (NCG board member) whoever—decide they are the ones who will take our store entity and redefine it however they please? Based on what? This isn't right, folks; it's not what our board should be doing. It's not the board's prerogative to screw around with our very identity, without the members' involvement and approval. So then, assert yourselves, ask who's behind it and why, and demand that it stop and return to our traditional logo look; because it's being done in *your* name. Again, don't give away your deference and fealty to undeserved pseudo-board authority of the "president" just to show what a submissive team player you are; we need you to stand up and lead.

### Hypocrisy's fallout

Look what can and has happened to us under the hypocritical guise of the above "ends statements reading" and "we don't mess with the internal organization." This is not "old stuff," as we are living with the fallout from past actions to this day. There are many examples, but let's inventory just a few of the more egregious ones, from the recent past to the present:

**"Merger" plans and damaged integrity:** Several thousand of our precious unbudgeted dollars were spent preparing DNF for sale before any of the general membership knew what was going on. Then when it collapsed, rather than having the decency to "own it", Geoff Wolf blamed DNF employees and members for its demise.<sup>3</sup> Those in denial, of course, want to claim that "it's all been laid to rest six months ago;" yet our organization has struggled all along to recover from the damage it has caused. Just ask Brian "how little impact" there was and still is on his role as GM, with our financial and accounting functional expertise instantly wiped out as he took over. Of course, since the board "keeps its fingers out of internal operations," it was now Brian's first monumental problem to deal with as the new GM—trying to recover organization health from the ruthlessly severe damage this old board did to it.

**Functional damage to internal store operations:** This action damaged not only our functionality, but our very dignity as a member-owned co-op. Far from "keeping its fingers out of internal store management," the old board reached inside the organization like a grappling hook and yanked out our most crucial core functional capability as a co-op business. Whatever we expect of our board, we certainly don't expect it to do damage to our organization. Immediately after promoting Brian to GM, you'll recall, Geoff abruptly fired our Finance, Accounting and Bookkeeping manager, Kimberly Wiggins; blaming her for his failed "merger introduction." Then in a disgraceful public letter, now vice president Jim Forleo continued the attack by trashing her professional and personal reputation in our public media, in the process disclosing "confidential personnel information" about their claimed reasons for

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<sup>3</sup> Presumably, we've all seen and read the original documents related to this entire story; but in case you haven't or want a quick reference to any of it, you'll find it all here in the DNF-Edition of [www.TheUnheardHerald.com](http://www.TheUnheardHerald.com).

firing her—you know, the kind of personnel information that by state co-op law is only to be discussed in secret executive session meetings, not even before the rest of the board, let alone members and the general public. To this date, there's not been one hint at a public apology. Just keep reading your opening board meeting prayer of reverence to the holy "ends statements" and nothing will go wrong. How hypocritical for Victoria, Forleo and one or two others to muse about Kim's integrity and whether *she* could be trusted to be the treasurer. Kim's the only one who had the courage to stand up to the old board on behalf of the members' interests. Who among you new five members will demonstrate similar courage on behalf of the members you're supposed to represent, should our co-op turn south again?

Eventually, even up through this winter and spring, Brian had to contract out that expertise to the very woman who was fired and is now our board treasurer. Regarding board ethics; I'm wondering if the board and Brian think that we should now get all that work done for free (to avoid the horrors of an appearance of 'conflict of interest') because Kim's our volunteer treasurer. I think the board and Brian need to make the right ethical decision, since this is Kim's profession for which we used to pay her, to contract with Kim 20 hours a week, or whatever it takes, to do and lead the financial and accounting function of DNF, including training of that staff, while synergistically serving the treasurer role on the board. There's a matter of DNF dignity at stake, if that means anything.

**New board-member tentativeness in communication with employees:** At the first board meeting I saw the impact of this "we're not supposed to have our fingers in the organization" rule-based mindset as Jules, who has considerable marketing and outreach experience, tentatively asked Brian, "Would it be okay if I worked with Kamaljit..." To which Brian responded that he would get the information and pass it on to the board; he himself evidently not even confident about his own GM management discretion before the board. There's this visible nervousness about the supposed "hands off" aspects of this "policy governance" structure that's in the way, with everyone trying to figure out what it means, while we need a massive team effort to address the problems we face. This is ridiculous! And it's certainly counter to good management practices to make oneself the 'gatekeeper' of information and communication, which I pointed out to Brian later in the meeting. The GM needs to see his role not as a bottleneck "controller" through whom all communication between the board and staff passes, thus avoiding any appearance of "board fingers in the pie;" but as one who facilitates getting the right people talking to each other to solve problems. Can you imagine Kim, as board treasurer, having to go to Brian in order to get some information, records or numbers from Evid? It has absurd implications.

Brian, my advice to you from my professional management background is this: You need to express your leadership more assertively with this board. Are you the GM or not? *You* need to let the "board authorities" know how *you* will manage without "asking for permission" with so much deference to their supposed authority. Okay, you obviously want things to work, and that takes teamwork, so let the board know that with something more assertive, like: "Okay, you guys; here's how *I'm* going to manage these interactions. I want any board member to feel free to connect with any employee they need to in order to address the issues we face as a team. I'll assume everyone is mature enough to know who to connect with and to coordinate with each other's workload and schedule in a way that doesn't negatively impact our immediate tasks in running the store. Just let me know what you're working on, and when your team comes up with an analysis of the situation and a plan for how to proceed, let me know. I don't need to be involved in all the back-and-forth interactions as you work on the problem, so *please* don't

run them all through me.” Get this ridiculous bureaucratic management style, and its resultant fear of stepping where “thou shalt not” out of the way of solving our problems as a team. Board president Victoria doesn’t control that, if you want to address these crises in an effective way. Brian, you need to step up and lead with more confidence and assertiveness with respect to your board relationship.

#### [A board election process that is less than democratic](#)

**Control of communication and censoring of free speech in the board elections:** Does not democracy require open communications to even exist, let alone flourish? I write a lot in public about things that are important to me, such as democracy, liberty and justice, and threats to it; and to teach and inspire. In this case, however, open communication was denied to me by this old board, in particular then board secretary Victoria Robinson.

When I submitted [my application for the board election](#), I explicitly asked that my response be shared with all DNF members so they would know what I stood for, which included an attached pdf document, later placed on my own website and available by link. I had put a great deal of effort into a plan and agenda for moving forward on the critical issues that face DNF, which I wanted shared with all DNF members regarding the board election, *obviously*. Any board applicant should have had that opportunity. The related questions on the application were: Question 1, “Why do you believe members should choose you to represent them?” and Question 3, “What else, if anything would you like to share with the membership.” It was the three application questions from which our new outreach coordinator, Kamaljit, would prepare the election brochure. Because my wording included a direct request to the board to share my statement—I didn’t trust they would, which they didn’t—I worked with Kamaljit to modify the wording, which kept it all well within the 300-word limit, clearly intended for fitting and formatting the brochure. We decided together that the way to handle it was to put the link to my document as my only answer to question 3. Later, Victoria “reached her fingers into the organization” and changed what Kamaljit and I had agreed upon; with the brochure already in publication when she let me know she had censored what I wanted to say.

In answer to the first question, my first sentence was: *“I represent a new vision for DNF, which is outlined in the attached document, titled: [“Top Priority Agenda for a New DNF Board of Directors—Campaign Pledge for a New, Safe and Healthy Co-op; by Board Candidate Root Routledge, 3/7/2015.”](#)”* And for the third question, my first sentence was: *“I want the Board to share my attached document, noted above, with the entire membership... please share my agenda vision document, as requested.”*

I’m a U.S. Air Force Vietnam veteran with over two thousand hours of flying time and 170 combat missions in country. Regardless of the disastrous policies related to that war; don’t we at least honor our military veterans by presuming *their* service was “to protect our freedoms, including free speech?” Having risked my life to serve my country in combat I believe, perhaps even more than most civilians, freedom of speech is one of our most precious values. That is why I find it so extremely offensive to have some board secretary personally censor a very significant effort to formulate, write and share with my fellow 1400 co-op members what my vision for DNF is as a candidate in an upcoming election. It’s understandable that there are word limits for brochure purposes, but any candidate should be able to express what they want to the members in an election campaign without censorship restriction, should they not? What kind of “democracy” does that? Does democracy not include free speech and the concept of open communication, especially the ability to communicate with the voters about one’s

vision and what they stand for? How dare Victoria personally decide what the limits of my or anyone's free speech are in this context; where is that in the democratic co-op Bylaws? Who does she think she is? This violation of my constitutional rights, and indeed their own policy statements (i.e. "not meddling inside..."), reeks with the arrogance of a board that says one thing, but behaves as an autocratic body with domination and control as its mindset. This is what you five have now become a part of; unless you yourselves change it.

Further, we get insights into this mindset by simply examining how they managed this most critical election process. The old board refused to even identify who had applied while the application process was going on; nor did they ever provide any contact information for the candidates. Members and other applicants were actually prevented from communicating with board candidates prior to the election! How bizarre; especially when as a co-op board you purport to abide by democratic principles. This doesn't just reek of hypocrisy; it stinks to high heaven and is an affront to the core principles of our country and our constitutional rights.

How about that, new board members, especially anyone who is still tempted to rally around and defend this old board from criticism? Is this what you call "co-op democracy"—censorship of speech and blockage of communications? Not only was there no way under the domination of this old board for me to communicate—uncensored—with the DNF members as a candidate, for god's sake; they prevented all members from contacting any of the candidates to ask them a question. "Hey, I see you're running for the board; I might vote for you, but I'm wondering what your thoughts are on..." This is repugnant to the extreme, and this behavior underscores the factually supported claims I've been making about this board for months. That's why none of this has "been laid to rest."

**Geoff Wolf stamps his footprint on the new board as he walks out the door:** As a newly elected majority, you five seem not to even realize how you were robbed of your board democracy right off the bat in the board officer election process. That's because, as "new" members, you seem to be preconditioned to defer to some sense of existing authority, perhaps because you want to "not ruffle feathers" and "show what good team players" you are trying to "heal the past strife." Rather than offering you all a well-meaning "departing message" at the start from the old board president to the new board; continuing his well-demonstrated autocratic approach to the world, Geoff branded the new board with his own desire. He might have made some statement like: "The most important first decision you will make is the election of the board officers. I encourage you to take a bit of time and discuss this amongst yourselves; explore each other's background, experience and interests and how they match up against our needs. I wish you well." Instead, Geoff decided it was his role to offer his own "slate of candidates." He started by claiming it was "tradition" to have the current board members assume the top positions (where is that written?), which he named as Victoria and Forleo; then asked if Dan would be treasurer and Jules secretary. Forleo quickly nominated Victoria for president, and following Geoff's urging, Dan nominated Forleo for VP. Done deal; there was no discussion or reflection. Quickly Geoff went on, "Okay then; I guess it's decided." Board member Robert Fitts, who was sitting right beside me, was incredulous; he turned to me laughing and shaking his head, saying, "Isn't he even going to let them vote?"

It was only when Rachael spoke up assertively expressing a very strong interest in being secretary of the board that the process opened up a bit, with Jules subsequently deferring to her. Dan said, yes he could be treasurer, but suggested that Kim would be the better choice, not only due to her expertise

and familiarity with the DNF accounting and finance system, but it would demonstrate to the community that some healing had occurred. This was followed by a lengthy handwringing discussion about Kim's trustworthiness, "given all that has happened." Geoff jumped in almost as he was leaving, saying, "Of course, she had to be let go last year as an employee." Believe me; Root isn't this source or cause of all this rancor; it's the behavior of these people who squeal every time anyone rigorously holds them accountable.

Here's how you were robbed. As Brian has pointed out, we face critical management issues and a looming financial crisis if we don't get a handle on our revenue crash. Had there been discussion, instead of a knee-jerk reaction, you might have discovered that what DNF really does need is board leadership with management expertise. Among all of you, new members and old, Dan Randolph is the only one who really fits that bill. He has extensive management experience as an executive director, responsible for running non-profit organizations for years, and extensive board experience. What a missed opportunity! Victoria and Forleo have none of this; their focus is doing technocratic indoctrination training in the bureaucracy of "policy governance." So, when you get the cliché "in cooperation" thrown at you; you have to ask yourselves, "Who are you cooperating with?" The board chief or your co-op.

### Threats and Opportunities

**Threats:** I encourage you five to form and act as a new voting majority block in the interests of sustaining a healthy organization, on behalf of the 1400 DNF member-owners you represent. You are not only faced with a portentous financial management crisis with the continued unexplained crashing of our revenue; you need to be consciously aware of the signs that point to a continuing existential threat to our co-op.

You've been told that Mark Goehring, a consultant with CDS and an NCGA board member, continues to be "our consultant" and that he will lead the indoctrination at the first board retreat. If you don't see how the indicators are lining up and connect the dots, you (and our co-op) will again be blindsided. The well documented facts are these: Goehring colluded with NCGA, Geoff Wolf and company, to spend thousands of our precious unbudgeted dollars preparing DNF for dissolution and sale, unbeknownst to the general membership. That is why they wanted to manage the introduction of the sales pitch to the members so carefully; until, of course, members were alerted as to what that really meant. Their exuberance about the sale is manifest in their communications. Geoff Wolf is still on the board communications list, evidently. Does he still have a vested interest in seeing this come about? Is he now a "behind the scenes" de facto president through Victoria? Goehring and NCGA apparently have a dominant influence on DNF management and our future.

Above, I've made explicit the subtle unannounced shift in our logo identity, all the way to having our local "DNF" identity and logo polluted by welding to our identity some national organization's logo, just because we are a member of that organization. It's extremely offensive, if you still view DNF as a "local member-owned and managed" co-op. But, if you pause to think about it, it's more ominous than that. Goehring, CDS, and NCGA are not DNF members; what are they doing polluting our self-identity with their own brands? Fine, we can be an upstanding member of NCGA and say that, placing their full logo in that separate context; but welding their logo with ours? Again, who is behind that? Brian, is it you? If

not, you have a moral duty to expose where that pressure, or dictate, is coming from. It's got to be Victoria and Forleo; but who is behind them pushing for that and what is their plan?

DNF is facing the potential of a full-blown financial crisis due to the continued crashing of our sales; if not, we are on the precarious edge with little safety margin. How financially resilient are we at this point in time? If, under Victoria's role as president, this board doesn't aggressively focus on solving this crisis, opting instead to spend precious monthly board time teaching you all the tedium of "policy governance," maybe the underlying idea is to "let" DNF fail so NCGA/Goehring can take over and resurrect its sale again in a self-fulfilling prophecy: "You see, we can't really make it by ourselves so we'll have to sell it before it collapses." Does anyone know what's in the agreement with NCGA regarding a member co-op failing to meet certain requirements? What happens to DNF then; what is NCGA's power for intervention and takeover? Zero, I hope; nothing more than kicking us out of their organization, I would think. But now that their logo is welded to ours, can they argue that our performance and image directly impacts their national image, giving them cause to intervene? Are they in the process of colluding again to take over DNF? You don't know? Why don't you know? These are obviously pretty important questions.

You've got to ask in your soul what you really want for DNF—collapse and takeover, or aggressively addressing the crisis we face. Whether or not this crisis is artificially generated is irrelevant to culpability; if this board allows our co-op to continue to slide, the onus and fiduciary responsibility will be directly on your shoulders for letting it happen—not just Victoria's. Now, to know this and do nothing about improving our prospects is tantamount to sabotaging the health of our co-op to the point of failure and collapse by neglect. Tell me, would NCGA be buying you high-priced lawyers?

**Opportunities:** There is no need to let any of this happen, if you five step forward with a mutual goal of saving DNF and correcting these egregious underhanded shenanigans, which seem to be the legacy influence of the old board. You have the power to form your own management group of five within the board and move to suspend all board legacy formalities in order to focus your time, energy and expertise on the urgent issues facing our co-op. It would be most prudent to elect Dan as your group leader. Dan has precisely the background and experience we need to save DNF; he, you and all of us were cheated out of a chance for him to even be considered to lead. Let him lead. Jules has very impressive expertise in marketing, communication and outreach; she could lead that project team along with Kamaljit and whomever else is available, especially interested members who would like to be involved. Kim could lead a financial management and investigative project team to dig into the causes of the collapsing sales, and bring on whatever help she might need. Rachael and Patricia have both expressed interest in forming a membership drive project team. They are where the idea for calling former members who are no longer buying from us now came from. Brian can clear the artificial log-jam by making a general manager's decision, write it in letter form to the board c/o Victoria, to invite you guys as a management-"SWOT" team to engage with whatever staff is necessary and helpful. We really need to build coordinated staff, management, board and member momentum and enthusiasm to work together on behalf of the co-op we all love. We can do this if we get going on it.

Is this a necessary revolt? It really depends on Victoria's decisions, whether there's outside interference in our board management, and whether or not you are willing to press her forcefully to do what is needed. The board needs to be doing the *right* management things, instead of doing the technocratic bureaucracy things right. You are the new majority. Act like it.

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