

February 20th, 2015—Root decides to run for one of the five open Board seats at the April annual election. He does not wait for DNF Board to set the terms and parameters of the election and have us guess or simply trust an untrustworthy Board that it will all be above board, given how they have behaved regarding our petition and the on/off Dec 3rd special election. Root writes to Victoria Robinson, Board Secretary, pressing the Board on answers to questions about the election process. Up to this point, there has been no visibility regarding the upcoming election and how to apply, let alone encouraging members to apply.

Root receives election packet from Victoria 3/2 and sends his application, dated 3/7/2015, in on 3/8.

In time-chronological order (not reverse email reply order)

Date: 2/20/2015 10:42 AM

From: Root

To: Victoria Robinson, Board Secretary

Cc: Pat, Guthrie, Brian DNF GM, Board

Bcc: Kim and 13 others, including Pat's list of 7 potential Board members and some Root has contacted about running

Subject: Upcoming DNF Board Election Process and Procedures

Victoria Robinson, Secretary, DNF Board of Directors

Dear Victoria,

We want to make sure that we fully understand the precise methods, process and procedures that will be used by the current DNF Board in managing the upcoming annual April DNF Board member election. Please provide the following information, which should be pretty straight forward, as soon as you can. If there are still decisions to be made in a future Board meeting, please provide everything you can now in regard to the questions below, as most of it should relate to current Bylaws, policies, etc; and respond with an explicit statement of what must yet be decided by the current Board and when you will be able to provide subsequent information you cannot provide now. It is very important that there is no 'foot-dragging' in providing a timely response to this request, as we are in the process of preparing for a management transition at DNF and need this information now.

Please be explicit, as we don't want to have any more misunderstandings, wrong interpretations, or later re-interpretations that invalidate actions and efforts members may take based on our honest understanding and our expectations of integrity from this current Board. I will try to make the list below as complete as possible; however, we will follow up if ambiguities surface or there are other factors we have not thought of; or have follow-up questions based on your response. Most importantly, we are looking for timeliness and clarity in your response.

1. **Timing:** What is the "date" of the election? When does it officially start; and, I understand it runs for a 10-day period, so please provide the ending date as well (I presume it would be midnight that date but please verify all such details).
2. **Process:** How will the election be conducted? Will you send out ballots to all members by USPS surface mail? Email? Offered as available in store, perhaps to members as they check out during the voting period? Will there be online voting? How will active members who are not physically

in the area at the time of voting be notified and be able to vote; it is important that a mechanism is in place to insure all members can vote, even if they happen to be on a trip on the other side of the world?

How will the election be announced and when (how much in advance of the actual election)? If ballots will be collected in person at the annual meeting, how will they be handled and merged with other ballots? How will absentee voting be handled? Please provide actual dates for the election actions you will take regarding each of these various modes of voting.

3. **Validation and Auditing:** Previous actions by this Board have caused a high level of distrust of this current Board. Who will be handling the election process, in particular the collection of votes, the securing of the votes, and the validation and counting of the votes? How will all this be handled? How soon after the closing of the election period will the final vote tally be announced; and what assurance will be provided along with that so that DNF members are confident in the validity of the results?
4. **Candidates:** Terminology clarification: Are people who want to run for the future Board positions referred to as “applicants”, “candidates”, “nominees”, or something else; which is important to know so we are all using the same terminology for this election?

I understand that seven candidates had submitted their nominations for the supposed December 3rd, 2014, member-called election for the seven Board position, that was first approved even with a nomination committee established, with your attorneys present; then subsequently cancelled by a letter from Board President Geoff Wolf. Are those still valid candidates and presumed to be active and valid nominations for the upcoming regularly scheduled annual election for the five open seats; or does everyone have to resubmit their candidacies? Please verify that indeed, there are *five* open seats. Who are the nominees (names) of those who have applied for this earlier member-called election? When will you make a general announcement for potential candidates/nominations to submit their applications and how will you be announcing that?

Will there be a mechanism for the final candidates to provide a brief communication to all DNF members about their candidacy and their vision for DNF, qualifications, etc, along with any other information they wish the members to know about them? This should be an active communication; not simply a passive page on the DNF website.

Please note that Pat Blair and myself, Root Routledge, did not put our names up as nominees for the December 3rd member-called election because we did not want anyone to view the issue of that election to be about either of us personally. We launched the petition to recall this entire Board; however, it was the approximately 200 DNF members who signed the petition who were calling for it. We are not their “representatives”, so any and all previous efforts to engage us in some “mediation” process was and is entirely inappropriate.

However, I had submitted my application for nomination to the Board earlier in the fall of 2014; do you still have that application and is it still valid for this upcoming election? If not could it be updated by simply resubmitting my name, referencing that application? If not, please let me and the others know now exactly what we will be needing to do to be actively considered as valid candidates for this annual election; or removing their default candidacy if they no longer wish to run.

Let me be explicit: I do want my name “Root Routledge” to be among the candidates for the five open positions; so please tell me exactly what I need to do at this point to make my application current and valid for this election.

5. **Board Positions:** There are four elected Board positions, in my understanding: President, Vice President, Secretary, and Treasurer. How are these elected? Do the members at large vote for candidates by open position, which would be stated on the ballot; or simply to be a Board member, without differentiation? Does the new Board then vote in its own officers at their first meeting? In other words; do candidates run for specific Board positions in advance; or just as Board members, with positions determined by the new Board after the results of the election?
6. **Existing Board Members:** I understand that there are two Board members, whose terms will not have expired. Who are they and do they plan to remain after this election, or voluntarily step down? If so, what will their intended roles be? Do they intend to presume some level of preference for Board positions simply because they’ve been on the Board; if so, please state justification for such presumption and what positions those would be. We are intending on bringing new management to DNF with this election, so we do not want to be surprised by any power struggles for positions on the Board after this election, as a large number of members have spoken their preference for an entirely new Board. We expect all four Board positions to be open to all newly elected Board members and to be able to move DNF forward with new enthusiasm and member engagement, regardless who might or might not stay because their previously elected term is not yet up.
7. **Transfer of Board Management Authority:** Finally, how will the transfer of authority to the new management team be accomplished and when, subsequent to announcement of the election results? Please be precise: When will the previous (current) Board authority end (exact date); and when will the new Board assume its responsibilities and management authority? Describe this transition process, as there will be keys to be returned, signature authorities to be rescinded, communication relationships with external services such as consulting, legal, accounting to be changed, and so forth.

Kindly provide answers, even if incomplete, to the above questions as soon as possible (please “reply to all”); and let us know when you will be able to do that with a quick acknowledgement “reply to all” to this email. Most of it should be based on well-established previous election processes, so we do not expect much delay since it would be you, Victoria as Board Secretary, who would simply be reiterating and verifying the processes in place. If there are elements that require further deliberation on your or the current Board’s part, please identify them and the reason(s) you cannot answer them forthwith; and when you will be able to provide answers. We have no interest in playing anymore games regarding a transition to new management.

On behalf of all interested DNF members, let me thank you in advance, Victoria, for your prompt reply to these questions about the future management transition of Durango Natural Foods.

Sincerely,
Root Routledge
970-382-0711
Root@AlpineAnalytics.com

BCC: A few key active DNF members, who may share this communication as they wish

Date: 2/20/2015 10:50 AM

From: Root
To: Pat
Subject: bcc list attached

Hi Pat,

Attached is a text file with the bcc list to my just sent communication to Victoria about the upcoming election, so you know exactly who received it in my initial mailing. I think I got all the previous nominees; but I couldn't remember the names of the elderly couple who are longtime members (they were over at your house that evening after that fall board meeting).

You could forward my communiqué about the election to whomever you think is important for now; or wait, as I'm not sure it's time to alert the entire 205.

I've got something I'll be putting together well before this election; after that, you and me and the potential board applicants should meet at your place. I'll let you know.

Warm regards for a new future for DNF,
Root

Date: 2/22/2015 4:19 PM
From: Pat
To: Root
Subject: Re: bcc list attached

Hi Root,

Thanks for forwarding the contacts to me who received your correspondence and for emailing Victoria. I haven't heard from Naomi yet, but everyone else on the original candidate list have declined to run. Perhaps you can see if any of your friends would be willing to serve. Dave Weidenmiller (longtime co-op member) applied independently and Kim Randazzo tried twice unsuccessfully (no applications at the register) but I don't know their current status. I look forward to Victoria's response.

In friendship,

Pat

Date: 2/22/2015 6:30 PM
From: Root
To: Pat
Subject: Re: bcc list attached

Thanks Pat. Are those two (Dave and Kim) on our side?

Who was the lady who was on the board of some co-op in the east years ago; I think she was one of the seven, was she not? Also, one of them was a "Robinson", but different first name than "Nancy", so I included Nancy. Are they the same person? When did you start to hear from them all that they wanted to not apply for April? Right after Geoff's letter cancelling the Dec 3rd election?

Can you send me the phone numbers of the seven who were on the Dec 3rd list; I would like to be able to talk to each of them given that things are shifting and I'm going to apply. All we need is five (me + 4) to get control of DNF and take it in the proper direction; later, if they only wanted to stay temporarily they could step down. Importantly, we've got to get four more besides me.

Thanks for your support, Pat. Best to Rob.

Root

Date: 2/23/2015 [1:29 PM](#)

From: Pat

To: Root

Cc: Kim

Subject: Re: Past co-op board applicants

Hi Root,

I don't think we need to contact previous candidates. Many had dropped out before Dec. 3rd. and others had become iffy.

I just talked to Dave and Kim and they are still willing to run. I have known Dave since his and my involvement with the co-op in the 1970's; he's very committed. I personally asked Kim to run during the recall activities.

Kimberly Wiggins also indicated her interest in possibly applying and if she runs, I am willing in order to complete the number we need.

Kimberly says she doesn't think she would be happy working full time at DNF now. We must follow her lead on this.

Root, it is important to let go of the past, think of the co-op as a whole, not as a 'them' and an 'us'. No sides. Our first job is to restructure the bylaws and take it before the membership for a vote. I work best if we **stay job focused and not wear out the board with angry recollections that go nowhere**. Also, let's work together from now on and not send out any lengthy emails to members without consensus.

In friendship,

Pat

Date: 2/23/2015 [4:42 PM](#)

From: Root

To: Pat

Subject: Re: Past co-op board applicants

I'm mostly on board with you, Pat. Please internalize that my communications are my own, however; accountability is key and this board is so untrustworthy I'm anticipating continued bullshit "power struggles," hence my explicit expression in a business-like letter to Victoria wishing to avoid such around this election. In fact, it's why I took the election detail announcement agenda away from them by explicitly requesting election information well in advance... instead of, like we'll just wait to see what

they come up with for the election and be surprised yet again with shenanigans. I don't even know if Victoria will reply to my letter; we'll see.

Also, Pat; I'm not attached to any "us versus them" and don't want any old stuff to be on the new board agenda, for sure. But, picture having to argue with Forleo and Robinson about every new thing we might want to do, because if they stay they'll be "the experienced board members and tell us how everything should be done." It may not be as clean as either of us would like, but I hope it is.

Whatever I feel needs to be said will be said before then. But I'm not done expressing *my thoughts*, Pat, about the devastating impact this board has had on our organization, employee morale and member morale. So, I will communicate *for myself under my own name* on those kinds of issues and any other related things at this point. Whatever I publish will be my own decision; I'm not going back to "consensus writing" with you at this point Pat and I'm not passing anything by you for editing or approval. I'll just do my own thing on that—well before board election. So, don't let it worry you.

I agree with a positive future focus, Pat; we are definitely on the same page about that. Also, my vision for a new board and different kind of management structure is to rebuild a sense of team and belonging, where a genuine board that bubbles up from our membership is actively engaged with our employees, our membership and our community. It won't look anything like the past board.

You are very right; I want to see our bylaws written from scratch with a new vision in mind and one that secures in perpetuity the local ownership of our co-op. It will be fun having a team work on a draft of that as a primary priority right off the bat. I don't want to just see some edited version of the messy convoluted set of bylaws we have currently; but we'll make sure everything legally required is covered. I've already done research on state law regarding co-op structure and requirements (I haven't been sitting idle); so we're already not starting flat-footed. We'll get member review and input; then get a member vote on new bylaws early on. That should help make our member-owners feel empowered as members, and perhaps then wish to be more engaged and involved with the future of DNF, especially outreach efforts. I want the membership to know and feel like we truly do have a "new DNF"; one that you and I have worked so hard to bring about over this past half year. Respect girl!!

Warm regards to you Pat; we've done really good work together each doing our different parts, doing what we each do best.

Root

PS: Is the "Kim" you speak of the same "Kimberly Wiggins", or another Kim? And remind me who "Dave" is (last names and contact info on each would be helpful). I also am thinking about some who I know who might take an interest. Please pass on names and contact (both phone & email) of anyone you have who's interested, including Dave and Kim. I'm the only one so far who is firmly in, so I need to make my own relationships with potential board member candidates; not have all relationships mediated by someone else.

And please, Pat, let's not go down this path again of "we need to respect Kim on whatever she wants," as if you're worried I'm going to try to force her or demand that she does something she doesn't want to do. That's really disrespectful to me and I don't like it. You and I had to process some conflict between us earlier, so I don't want to get too interconnected again; let's avoid that kind of entanglement. Obviously, Kim is her own person and I'll will have my own interactions with her; you do not mediate my relationship with her. We've moved well beyond our collaborative fall effort to unseat this board, which

didn't end up happening as they disrespected the membership and us at every turn. Now we each need to do what we can for the future. It's all good, if we don't get too attached to controlling what each other is trying to do. The point is a new board team for a new DNF future. Let's smile!

Date: 2/25/2015 [12:41 PM](#)
From: Pat
To: Root
Subject: Re: New co-op board applicants

Hi Root,

It makes sense to wait until those who said they are willing to submit an application, really do. I saw a DNF ad in the paper today for new board members. The local news brief stated that the election will be held April 25th, if I remember right.

Thanks for the email; I agree with you that it is all good.

In friendship,

Pat

Date: 2/25/2015 [4:17 PM](#)
From: Root
To: Pat
Cc: Kim, Guthrie
Bcc: Four potential team members to make up the five, with Root
Subject: Re: New co-op board applicants

Hi Pat,

Thanks for your reply and support. I've spoken with four good people, all good friends who know each other and are longtime DNF members, who are thinking about joining me as a team of five to run. I'll know in a week or so. If they do, we'll have a solid team and run as a team of five. All four care a lot about DNF, but like all of us got quite disillusioned over the events of this past fall, some pulling back from DNF. I emphasized that we can rebuild that member and employee enthusiasm with a new team.

Also Victoria emailed me that a packet would be sent out by a week from Friday, March 6th. Spoke with Geoff today (who had left me a voice message Friday about 4 hours after my email to Victoria, cc to board, asking if I had anything I wanted to be considered in Monday evening's Board meeting. I didn't get to my voice messages until yesterday, so didn't have anything to add). I had specific questions about a few details today for Geoff, which he kindly answered, saying that a few loose ends would be nailed down by the end of this week.

From Geoff: Election and annual meeting date is April 25; voting period runs for 10 days to May 4th; they will have a mechanism for members to vote regardless of where they are in the world -- can vote in person at meeting, at store, by mail, or yet-to-be set mechanism for travelers; application period will run 4 weeks, from March 6th through April 3rd; after election results, new board will elect its own officers and take control of DNF. Annual meeting (April 25th) will be held at the Discovery Museum, but they are still trying to get final confirmation.

It all looks perfect, Pat, if I can just get commitment from my four potential team members.

Your friend, for sure,

Root

Bcc: four potential team members to make up the five, with Root

Date: 2/24/2015 8:20 AM

From: Victoria Robinson, Board Secretary

To: Root

Subject: Re: Upcoming DNF Board Election Process and Procedures

Dear Root,

Thank you for your interest in serving on the DNF Co-op Board of Directors. We are currently updating the Board election information packet that contains the application form. It will be available on March 6th in the store and via a link on the store's website. The packet contains information that will answer your questions. Since you have expressed interest in submitting an application, I will send you a copy of the packet via email on March 6th. To be on the upcoming ballot, everyone must submit a new application.

Yours In Cooperation,

Victoria Robinson

Date: 2/24/2015 8:37 AM

From: Root

To: Victoria Robinson, Board Secretary

Subject: Re: Upcoming DNF Board Election Process and Procedures

Thanks very much, Victoria. I look forward to receiving the packet. Would you please let me know now what the date (starting date, I presume for a 10-day period) of the election is?

Root

February 26, 2015—Personal Note: Pat's husband Rob Blair pass away at the age of 71 while cross country skiing on Thursday afternoon at 3:15 PM, February 26th. He died of a heart attack, with a history of heart problems, although he was a life-time outdoor enthusiast and very active.

I had been extremely busy with the DNF project and three FLC classes; so I have had at least a two-week stack of *Herald* papers I had not had time to get to and never saw the February 28th article or March 4th Obituary in a timely fashion. Consequently, I did not know or hear of Rob's passing until by chance I ran into Laura Hugel downtown, one of the potential Board applicants and a friend of Pat's, on Wednesday, March 11th. When I asked just in conversation how Pat was doing, Laura responded: "Pretty well, given Rob's passing a couple of weeks ago." I was floored; and immediately responded with a sympathy email to Pat when I got home. What a tragic passing; although Laura told me that Pat was glad he died doing what he loved, cross-country skiing. Rob's passing was about 10 days before I filed my application for the Board, so was I was inappropriately not sensitive to it at that time. My apologies, Pat.

Date: 3/2/2015 8:15 AM
From: Victoria Robinson, Board Secretary
To: Root
Subject: Re: Upcoming DNF Board Election Process and Procedures

Root,

Attached is the 2015 election packet. The voting will take place April 25 - May 5. If you have any other questions that aren't answered in the packet, please let me know.

Victoria

Date: 3/8/2015 1:02 PM
From: Root
To: DNF Board
Bcc: 205 Petition Signers
Subject: Root Routledge Application for DNF Board, April 25th, 2015 Election; plus attachment: "Top Priority Agenda for a New DNF Board of Directors", by Root

Victoria Robinson, Secretary, Board of Directors
Durango Natural Foods Co-op

Bcc: 205 Petition signers; other DNF members whose addresses are known independently (from friends, various signup sheets, etc—none from any formal DNF member lists)
[with apologies for anyone who does not wish to receive my attached application information]

Re: Attached completed application form by Root Routledge for DNF Board of Directors

Includes: Completed application form by Root (1p)
Campaign Pledge Document by Root (13p), "Top Priority Agenda for a New DNF Board of Directors"
DNF BOD 2015 Election Information Packet (6p, as sent by DNF BOD, with blank application form)

Dear Victoria:

Please accept my attached application for the DNF BOD in the upcoming April 25th – May 5th, 2015, election. Confirm receipt, please.

Thanks very much,



Root Routledge, PhD
[Alpine Analytics](#), President
970-382-0711
Root@AlpineAnalytics.com