

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of NOVEMBER 28, 2011 Meeting of Board of Directors
As approved by Board of Directors on December 19, 2011

DATE: November 28, 2011
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: Mary Dragich, Chris Edwardson, Mark Friederichs, David Helf, Theresa Koenig and John Westlund. Heather Murphy did not attend. Also present: General Manager Sharon Murphy and Owner Larry Spears.

Motion, seconded and carried is abbreviated as MSC, followed by the names of the maker, second and vote tally. U = unanimous vote.

OPEN SESSION

President Chris Edwardson called the meeting to order at 5:32 PM. Mary accepted timekeeper duties. Board members were prepared and no conflicts of interest were noted.

IMPORTANT DATES

All dates were reviewed for possible conflicts and the following items were noted:

- The December 4 (6:30 PM) showing of Forks Over Knives at the Zinema will be preceded by a slide show on the Duluth Community Farm.
- Reminder that the December Board meeting will be on the third Monday of the month: December 19, 2011.
- The Planning Commission hearing on WFC's variance request regarding expansion of the Brewery Creek Overlook seating area will be conducted on Tuesday, December 13, 2011, starting at 5 PM.
- No WFC Board members will be attending the MN Food Co-op Board meeting on Saturday, December 3, in Minneapolis.
- Chris, Heather, Mary and Theresa "may" be interested in attending the CBLD Strategic Leadership training on January 21, 2012, in Minneapolis; John will attend the CBLD 101 orientation training on January 21, 2012, in Minneapolis.
- The next Board retreat with our CBLD Consultant Nina Johnson is scheduled for Saturday, February 4, 2012.
- Due to holidays, two Board meetings in 2012 will be held on the third rather than the fourth Monday of the month: May 21, 2012, and December 17, 2012.

REVIEW

Minutes – The Board approved (MSU, David, John) the draft of the Minutes of their October 24, 2011, meeting. The Board reviewed and recommended no changes to the draft of the Minutes of the 2011 Annual Owners Meeting.

Management Report – Sharon updated the Board and requested action as follows on:

- Board ratified (MSU, Mary, David) the motion approved by email earlier in November authorizing Sharon to sign on behalf of WFC a letter to Senator Klobuchar/Ag Committee in support of GIPSA regulations.

- Board approved (MSU, David, John) renewal of the annual contract with Cooperative Board Leadership Development/CBLD (a program of Cooperative Development Services) for 2012 consulting and training services in the amount of \$5,850.
- Consideration of additional Board training opportunities:
 - Midwest Organic Sustainable Education Services/MOSES Conference in LaCrosse, WI, February 23-25, 2012.
 - Consumer Cooperative Management Association Conference/CCMA in Philadelphia, PA, June 13-16, 2012.
- The Board indicated support of management's recommendation to scale down the development plan for the 4th Street parking area to include only the area purchased from Members Cooperative Credit Union in April 2011.
- Consideration of the plan documentation that will be presented to the City Planning Commission at the variance request hearing for expansion of the Brewery Creek Overlook seating area.
- Board members present turned in signed Conflict of Interest Statements.

Ownership Report - With respect to the November Ownership Report, the Board approved:

- (MSU, David, Mark) 68 new Owner applications.

Financial Report – The Board reviewed the October Income Statement. Sales growth to date in November is approximately 11% with a goal of 5%. Later in this meeting, the Board reviewed the FY 2012 cash flow projection.

Compliance Reports – The Board approved (MSU, Mark, Mary) the following *amendment* to the last paragraph of Policy D4 Board Members Code of Conduct:

“... This policy will be monitored annually by internal report in October. *Each Board member will submit her/his responses to each policy point to the one Board member assigned to compile the report.*”

Barring objections, the Board accepted Mark's Compliance Report on Policy D3 Officers' Roles. The Board approved (MSU, David, John) the following *amendments* to the last paragraph of Policy D3 Officers' Roles:

“... This policy will be monitored annually by internal report in ~~October~~ *November*. *Each Board officer will submit her/his responses to relevant policy points to the one Board member assigned to compile the report.*”

Board Calendar – November Board calendar items discussed are referenced in the notes above.

COMMITTEES

Mary reported that the Board Recruitment and Election Ballot Committee met today (Mary and Theresa only; Heather was absent) to re-start the recruitment process. She asked Board members to review the recruiting assessment tool on the wiki site and let her know of any recommended changes. The Recruitment Committee will provide an article for the next Gazette (submission deadline January 31, 2012) for the Ownership Matters column. A date has not yet been set for the next Recruitment Committee meeting.

Chris advised that the General Manager Evaluation Committee will meet next on Monday, December 19, 2011, 4:45 – 5:30 PM, in the conference room.

OLD BUSINESS

Theresa continued the discussion on what she learned at the Food & Justice for All Gathering in Milwaukee, WI, in September 2011.

NEW BUSINESS

CBLD Consultant Nina Johnson advised that her report from the Board's November 6, 2011, retreat will be available later this week. Discussion of this report will be on the Board's December agenda.

Chris assigned the December compliance report on Policy D10/Board Recruitment and Election Ballot Committee to Heather.

Chris will write the Board Report and the Recruitment Committee will write the Ownership Matters column for the next *Gazette* (submission date January 31, 2012).

STUDY

Chris led the Board in a reflection on their studies in 2011 following the Bortons Framework Guiding Reflective Activities: What? So what? Now what?

Following a request to update the Board list and an evaluation on process, the Board approved (MSU, David, Mark) adjourning this meeting at 7:32 PM.

Respectfully submitted,
Sharon Murphy, General Manager