

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of APRIL 23, 2012, Meeting of Board of Directors
As approved by the Board of Directors on May 21, 2012

DATE: April 23, 2012
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, Heather Murphy and John Westlund. Also present: General Manager Sharon Murphy and Owner Jamie Harvie.

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. The Board agreed on priority items for this meeting.

OWNER LINKAGE

As requested, Owner Jamie Harvie spoke to the Board about development of a regional Food Hub, a conceptual framework for regional food systems in which anchor institutions (e.g., hospitals, universities) provide the commitment and financial stability to incent farmers to scale up production. The Fifth Season Co-op in Viroqua, WI, is a cooperative model of a regional Food Hub incorporating producers, institutions, processors and distributors.

Jamie also spoke to the request on the agenda for a WFC commitment of support for the Lake Superior Good Food Network Charter.

NEW BUSINESS

There are no Board compliance reports due in May 2012.

Chris will write the Board Report for the fall issues (submission deadline July 31, 2012) of the *Garbonzo Gazette*.

The Board discussed the proposal from the Recruitment Committee to amend the Bylaws regarding the Board election cycle to reduce the possibility of four vacancies in the same year. The Board approved (MSU, John, David) tabling the proposal with the recommendation that a Board Ad Hoc Committee research options regarding this topic and conduct a review of the Bylaws with respect to other needed updates, if any. Chris and David advised they were willing to serve on this Ad Hoc Committee.

IMPORTANT DATES

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

- WFC-sponsored films at the Zinema (free to Owners with WFC card):
 - ***Food Matters***, Sunday, May 20, 5 PM
 - ***American Meat***, Sunday, July 15, 5 PM
- Board members advised that no Board representatives will be attending the Consumer Cooperative Management Association/CCMA Conference in Philadelphia on June 12-17, 2012.
- The Board's May meeting will be on the third Monday, May 21, 2012, because of the Memorial Day holiday on the 4th Monday.

REVIEW

Minutes – The Board approved (MSC, Mary, David, Heather abstained) the draft of the Minutes of their March 26, 2012, meeting.

Management Report – Sharon added to her April Management Report as follows:

- The former Members Cooperative Credit Union building at 630 East 4th Street has been demolished and work is progressing on the expansion of WFC's customer parking lot.
- The Board expressed no concerns with management's proposal to achieve solvency for the Fran Skinner Memorial Matching Fund.
- The Board approved (MSU, David, Heather) management's request for a storewide performance bonus allocation for all eligible employees in the amount of \$35,000 for the period January – March 2012.
- The Board approved (MSC, Heather, Theresa) management's request to sign the Good Food Network Charter on behalf of WFC.
- The Board expressed no concerns with management's new definition of LOCAL.
- April sales growth is at approximately 8% with a goal of 10%.

Ownership Report - With respect to the April Owners Report, the Board approved:

- (MSU, Mary, David) 96 new Owner applications and
- (MSU, Theresa, Heather) one request for \$45 of Matching Funds (#11124).

Financial Report – The Board reviewed the March and 3rd Quarter/Fiscal Year 2012 financial reports along with management's Compliance Report on Policy B4 Financial Condition.

Compliance Reports – The Board accepted the following Compliance Reports:

- ENDS Statement/Sharon
- Policy B4 Financial Condition/Sharon
- Policy B7 Succession/Sharon
- Policy D12 Board Compensation/John

The Board tabled action on the request to amend the Food Policies subject to receiving clarification of the process used to determine the need for the request.

COMMITTEES

Mary advised she would email notes from today's Board Recruitment and Election Ballot Committee meeting.

OLD BUSINESS

Chris advised that Old Business agenda items would be prioritized and carried over to the Board's May meeting agenda.

Following an evaluation on process, the Board approved (MSU, David, Heather) adjourning this meeting at 7:38 PM.

Respectfully submitted,
Sharon Murphy, General Manager