

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of AUGUST 2010 Meeting of Board of Directors**  
*Approved by the Board of Directors on September 27, 2010*

DATE: August 23, 2010  
TIME: 5:30 PM  
LOCATION: Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: Alison Champeaux, Chris Edwardson, Mary Dragich, Mark Friederichs, David Helf, Theresa Koenig, and Heather Murphy. Also present: General Manager Sharon Murphy.

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 David called the meeting to order at 5:30 PM. Chris was appointed timekeeper. All Board members were prepared and no conflicts of interest were noted.

### **IMPORTANT DATES**

Hill Fest 2010, an open-to-the-public event sponsored by WFC, Neighborhood Housing Services, Members Cooperative Credit Union, and other neighborhood businesses and community groups, will be held from 4 PM to 7 PM on Saturday, September 18, in the intersection of 4<sup>th</sup> Street and 6<sup>th</sup> Avenue East.

### **REVIEW**

**Minutes** – The Board approved (MSC, Heather, Theresa; Mary and Mark abstained) the draft of the Minutes of the July 26, 2010, meeting of the Board of Directors.

**Management Report** – Sharon reported that two operational recommendations from the National Cooperative Grocers Association Case Study Audit conducted at WFC in the last week of July have already been implemented. Sharon facilitated a planning retreat for WFC's Management Team, Assistant Managers, IT Coordinator and Promotions & Education Coordinators on August 19, 2010.

**Ownership Report** - With respect to the August report, the Board approved:

- (MSU, Heather, Mark) 53 new Owner applications,
- (MSU, Chris, Mary) one request for term/transfer of equity to the Matching Fund, and
- (MSU, Mary, Alison) one request for \$80 from the Matching Fund.

The Board noted that, as of July 31, 2010, WFC has 5,703 active Owners and 1,089 inactive Owners.

**Financial Report** – The Board reviewed the July Income Statement. Sharon advised that:

- ❖ Sales growth to date in August is approximately 10% with a goal of 5%.
- ❖ The storewide performance bonus approved by the Board on July 26, 2010, was distributed to eligible employees in August.
- ❖ An ENDS donation of \$2,500.00 was made to Neighborhood Housing Services in August 2010.
- ❖ A copy of the Bylaw section relating to patronage rebates was distributed as preparation for the Board's consideration at its September meeting of allocation and distribution details for a FY 2010 patronage rebate.

**Compliance Reports** – Barring objections, the Board accepted the following compliance reports:

- ❖ Policy D8 Minutes (Mary)
- ❖ Policy B4 Financial Condition (Sharon)

**Board Calendar** – With respect to the Board’s August calendar, Sharon advised that the 2010 Annual Report and Notice and Agenda for the 2010 Owner’s Meeting will be mailed with the fall issue of the *Garbanzo Gazette* on approximately September 1, 2010.

## COMMITTEES

Theresa, on behalf of the Board Recruitment Committee:

- ❖ Reviewed the revised draft of a Board Composition and Assessment Tool,
- ❖ Asked each Board member to complete his/her own assessment using this tool and send a copy to Theresa, and
- ❖ Advised the Board of next steps in the use of this tool.

## OLD BUSINESS

With respect to achieving progress on our ENDS, Alison presented the results of her research on the efforts (Gardens of Eagan farm, Cooperative Partners Warehouse) of the Wedge Co-op, in Minneapolis and Heather reported on the PCC Farmland Trust developed by the Puget Consumer Co-op in Seattle, WA.

## NEW BUSINESS

David assigned himself to complete the Compliance Report on Policy D11 General Manager Evaluation Committee due at the September Board meeting.

## PROPOSALS

Theresa presented a proposal to amend Section 7 of Governance Policy D6 Meetings. (MSU, Alison, Heather), the Board approved the following amendment to Policy D6 Meetings:

“7) The Board will adhere to Roberts’ Rules of Order where there are questions of procedure. Whenever possible decisions will be made by consensus. If the Board cannot reach consensus, decisions may be made by majority vote.

*a. In an effort to strengthen the consensus process and ensure that all facets of an argument are heard, the following questions should be asked during the discussion:*

*Did everyone get to speak who wanted to speak to a particular issue?*

*Have we heard the opinion that challenges the wisdom of*

*the day*

*regarding this issue?*

*Have all opinions been heard – especially those not*

*present in this*

*room?”*

Following discussion, the Board agreed to include the above questions as a footnote on each meeting agenda and to include time at the beginning of each meeting for an agenda review with reference to the likelihood of needing additional discussion time for some items.

Following an evaluation on process and ensuring that all opinions were heard, the Board approved (MSU, Chris, Heather) adjourning this meeting at 7:25 PM.

Respectfully submitted,  
Sharon Murphy, General Manager