

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of FEBRUARY 2011 Meeting of Board of Directors**  
*As approved by the Board of Directors on March 28, 2011*

DATE: February 28, 2011  
TIME: 5:30 PM  
LOCATION: Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: Alison Champeaux, Mary Dragich, Chris Edwardson, 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 Chris Edwardson called the meeting to order at 5:35 PM. David was appointed timekeeper. Board members were prepared and no conflicts of interest were noted.

### IMPORTANT DATES

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

- All Staff Meetings on Wednesday, March 9, 2011, will be conducted at 10 AM and 4 PM in the classroom.
- The March Agenda Planning meeting will be conducted on Thursday, March 10, at 8 AM in Sharon's office.
- General Manager Evaluation Committee/GMEC will meet on Monday, March 28, 2011, 4:45-5:30 PM, in the conference room. Previously, the Board Recruitment Committee was scheduled for this time.
- Submissions for the Summer *Gazette* are due to Shannon by April 15, 2011, instead of April 30.
- The Board meeting on Monday, June 27, 2011, will be conducted in the conference room, not in the classroom.

### REVIEW

**Minutes** – The Board approved (MSC, Mary, David; Alison abstained) the draft of the Minutes of the January 24, 2011, meeting of the Board of Directors.

**Management Report** – Pursuant to management's requests and following discussion, the Board:

- Requested the same level of outside analysis of the 2011 Shopper Survey results as was contracted for in 2009.
- Approved (MSU, David, Alison) the following resolution:  
RESOLVED that on February 28, 2011, the Board of Directors of Whole Foods Community Co-op, Inc., unanimously approved that Christian F. Edwardson, President of the WFC's Board, is authorized to sign all closing documents regarding purchase of the property known as 630 East 4<sup>th</sup> Street, Duluth, MN 55805.
- Advised the General Manager to remove the "all" feature from the Board's wiki site.

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

- (MSU, David, Mark) 61 new Owner applications,
- (MSU, Alison, David) immediate repayment of all pending equity refund requests (total \$4,565.90).

The Board noted that, as of January 31, 2011, WFC has 6,017 active Owners and 1,081 inactive Owners.

**Financial Report** – The Board reviewed the January Income Statement. Sharon advised that sales growth to date in February is approximately 10% with a goal of 8%.

**Compliance Reports** – Barring objections, the Board accepted Compliance Reports on:

- Policy B4 Asset Protection/Sharon
- Policy B6 Communication and Counsel to the Board/Sharon
- Policy D2 Board Job Products/Chris

**COMMITTEES**

On behalf of the Board Recruitment Committee, Theresa reviewed meeting notes (December 27, 2010, and February 2, 2011) submitted with this meeting's packet and provided an update on the committee's meeting earlier today as well as on the status of recruitment efforts (e.g., banner, note on purchase receipts, in-store flyer, update of application packet). Following discussion, Theresa requested Sharon research costs for additional efforts to promote Board recruitment and advised she would initiate a Board email discussion on status of contacts made.

**OLD BUSINESS**

The Board requested Sharon secure the banquet room (lower level only) at Clyde Iron for the 2011 Annual Owners Meeting on Friday, October 14, 2011. The Board also discussed possible keynote speakers to link to a discussion of the Board's study work and ENDS Policy and ways (before and at the Annual Meeting) to allow Owners to comment on the Board's direction.

**NEW BUSINESS**

With reference to the summary of the January 29, 2011, planning retreat, the Board reviewed the report from CBLD Consultant Nina Johnson and:

- Accepted Sharon's amendments to the Board's calendar for 2011
- Accepted Alison's offer to add a table of detail on Board goals to the calendar for 2011 and
- Asked Sharon to draft an amendment to Policy D2 Board Job Products, to be reviewed by Chris and Theresa at the March 10 agenda planning meeting, incorporating the Board's 2011 goals.

With reference to the Board's study project on the Farm Bill, the Board discussed materials prepared by David, Mary and Sharon and agreed on next steps (e.g., follow the links in the reports, check out the Seward Co-op's web site for work done by their Board on the Farm Bill, submit articles for Board News section of WFC's web site).

Two items under PROPOSALS will be carried over to the March agenda:

- Set time line for Board's 2-4 year strategic direction
- Develop FY 2012 Governance Budget

Following an evaluation on process, the Board approved (MSU, Heather, Mark) adjourning this meeting at 7:37 PM.

Respectfully submitted,  
Sharon Murphy, General Manager