

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of FEBRUARY 25, 2013, Meeting of Board of Directors**  
*As approved by Board of Directors on March 25, 2013*

DATE: February 25, 2013  
TIME: 5:30 PM  
LOCATION: Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: Jennifer Cummings, Chris Edwardson, David Helf, Heather Murphy, Mickey Pearson, Jean Sramek and John Westlund. 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 5:33 PM. Mickey accepted timekeeper duties. Board members were prepared and reported no conflicts of interest.

Jennifer reported on her attendance at the Midwest Organic Sustainable Education Services/MOSES Conference in LaCrosse, WI, last week. David, Jean, Jennifer, John and Sharon have registered to attend the Good Food Transforming our Region Summit (March 8-9 at UM-D) co-sponsored by WFC. Chris will attend the Cooperative Board Leadership Development/CBLD strategic leadership workshop in Eau Claire, WI, on March 9.

### **CONSENT AGENDA**

The Board approved/accepted (MSU, David, Jean) the following items on the February 2013 Consent Agenda:

- Important Dates
- Minutes of January 28, 2013, Board Meeting/open session
- Compliance Report on Policy D2 Board Job Products
- Board Calendar items

### **REVIEW**

**FEBRUARY OWNERS REPORT** – The Board approved:

- (MSU, Jennifer, David) 75 new owner applications,
- (MSU, David, Mickey) five term/transfer requests (Owners #6701, 7070, 4241, 6130 and 6260)
- (MSU, John, Heather) 55 termination requests totaling \$4,740 and
- (MSU, Jennifer, David) the request of Owner #11885 for Matching Funds in the amount of \$80.00.

### **MANAGEMENT REPORT**

Sharon reported that US Small Business Administration/SBA loan proceeds have been received, and that an announcement of approved DEED loan applications is expected on or after February 26, 2013.

Sharon submitted a draft of Best Practices for Owner Communications; discussion of this item will be carried over to the Board's March agenda.

The Board reviewed the January Income Statement. Sharon advised that average daily sales through February 24, 2013, are 9% ahead of sales in February 2012 with a goal of 8% growth.

Barring objections, the Board accepted management's Compliance Reports on the following policies:

- B5 Asset Protection
- B6 Communication and Counsel to the Board

Sharon presented a Naming/Re-Naming Proposal from Swim Creative for the Board's consideration. Following discussion, the Board decided not to proceed with a re-naming process. Management will now consider the re-branding proposal from Swim Creative.

## **NEW BUSINESS**

### **NCGA SURVEY ON GROWTH STRATEGIES**

The Board completed the survey requested by the National Cooperative Grocers Association/NCGA as part of the preparation for the NCGA Food Co-op Leadership Conference in St. Paul, MN, on April 14, 2013. Sharon will submit the Board's survey responses on-line by February 28. Sharon and Chris will represent WFC at that conference and have been asked to speak on planning/readiness/systems in place for growth.

### **PLAN FOR 2013 ANNUAL OWNERS MEETING**

The Board discussed and defined the following for the Saturday, October 26, 2013, Annual Owners Meeting in the Harborside Room at the DECC:

- Menu: Beef or vegetarian/gluten-free entrees—preference for locally sourced meat and vegetables
- WFC will provide one DECC parking pass per registration
- All attendees will prepay through on-line or in-store registration; each owner will be reimbursed (in the form of a WFC gift card) for his/her registration cost upon attendance at the event
- Agenda will include brief business meeting, reports from Board and management on the state of the Co-op and World Café-style participation opportunity for all attendees.

### **PLAN FOR BOARD'S SPRING RETREAT**

The Board discussed and defined menu options and the agenda for their Saturday, March 16, 2013, retreat with CBLD Consultant Joel Kopischke in the South Shore Room of the Canal Park Lodge. Chris will talk to Joel later this week and advise him of the Board's agenda requests.

### **PLAN FOR BOARD ATTENDANCE AT 2013 CONSUMER COOPERATIVE MANAGEMENT ASSOCIATION/CCMA CONFERENCE**

Subject to budget restrictions and personal logistics, Chris, Jean, Jennifer, John and Mickey indicated willingness to attend the CCMA Conference in Austin, TX, June 6-8, 2013. Sharon will book lodging accordingly.

### **GENERAL MANAGER EVALUATION COMMITTEE/GMEC**

The GMEC met earlier today to review the process to generate a management contract for Board consideration by May 2013.

Following a written evaluation on process, the Board approved (MSU, John, David) a motion to adjourn at 7:26 PM.

Respectfully submitted,  
Sharon Murphy, General Manager