

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of MAY 20, 2013, Meeting of Board of Directors**  
*Approved by Board of Directors on June 24, 2013*

DATE: May 20, 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, Mickey Pearson, Jean Sramek and John Westlund. Heather Murphy participated in the meeting via speaker phone. David Helf was absent. 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. Mickey accepted timekeeper duties. Board members were prepared and reported no new conflicts of interest.

Mickey and Jean reported on their Coffee with the Board session at the end of April, and Jean advised of Owner #4659 is willing to help facilitate discussions at the 2013 Annual Owners Meeting.

### **CONSENT AGENDA**

The Board approved/accepted (MSU, Mickey, John) the following items on the May 2013 Consent Agenda:

- Important Dates
- Minutes of April 22, 2013, Board Meeting/open session
- May Owners Report
  - 91 new Owners
  - 2 term/transfer requests (Owners #2550 and #6629)
- Board Calendar items
- New Business – assignments of Gazette (Board/David; Membership Matters/Mickey) and Annual Report (Chris) articles and June Compliance Report on Policy D7 Governance Investment (John).

Chris' Compliance Report on Policy D12 Board Compensation will be carried over to the Board's June agenda.

### **REVIEW**

#### **MANAGEMENT REPORT**

Sharon advised that average daily sales through May 19, 2013, are 11% ahead of sales in May 2012 with a goal of 9% growth.

Sharon reported that the application of Hillside Connects for a Blue Cross and Blue Shield of Minnesota's Active Living grant was denied.

The Board approved (MSU, Jean, John) the draft (April 22, 2013) Management Contract for 2013-2015. Chris will sign the contract on behalf of the Board.

At the request of management, the Board discussed concerns with administration of the Owner IOU benefit and the feasibility of maintaining this benefit in a multi-store operation. The Board requested additional information related to Owner IOUs and asked that discussion of this matter be carried over to their June agenda.

The Board reviewed the draft FY 2014 Governance Budget. Jean agreed to attend the Finance Committee meeting on May 29, 2013.

## **COMPLIANCE REPORTS**

Barring objections, the Board accepted the following Compliance Reports from Sharon:

- Policy B1 Staff Treatment
- Policy B2 Benefits and Compensation

## **NEW BUSINESS**

The Board considered and responded to the Study Guide Questions at the end of *The LEADer* newsletter, Spring 2013 edition.

Following a written evaluation on process, Chris adjourned this meeting at 6:55 PM.

Respectfully submitted,  
Sharon Murphy, General Manager