

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of November 25, 2013, Meeting of Board of Directors
Approved by Board of Directors on December 16, 2013

DATE: November 25, 2013
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: Chris Edwardson, David Helf, Mickey Pearson and John Westlund. Jennifer Cummings, Heather Murphy and Jean Sramek were 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 5:30 PM and appointed himself as timekeeper. Board members were prepared and reported no conflicts of interest. Owner linkage, especially with respect to Board recruitment, was reviewed.

CONSENT AGENDA

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

- Important Dates
- Minutes of the October 28, 2013, Board Meeting/open session
- October Income Statement
- Compliance Report:
 - Policy D3/Officers' Roles/John
- November 2013 Owners Report
 - 57 Owner applications
 - 1 Term/Transfer Request (#12538)
 - 3 Matching Fund requests (Owner #12345/\$80; #12269/\$80; \$12240/\$80)
- Board Calendar items
 - Complete Annual Conflict of Interest Statements (distributed at this meeting)
- New Business
 - December Board Compliance Report on Policy D10/Board Recruitment & Election Committee/Heather

REVIEW

MANAGEMENT REPORT

Sharon advised that average daily sales through November 24, 2013, are 15% ahead of sales in November 2012 with a goal of 9% growth. A WFC check in the amount of \$2,899.38 representing the 2013 balance of unclaimed abandoned equity has been sent to the Kids' Café at the Damiano Center pursuant to a vote of Owners attending the October 26 Annual Meeting.

As part of WFC's preparation to complete the 2014 follow-up to NCGA's study of Healthy Foods Healthy Communities: The Social and Economic Impacts of Food Co-ops, Store Manager Sarah Hannigan re-certified WFC's Energy Star site status ending up with a score of 99 out of 100 (our 2008 score was 89 out of 100).

Sharon requested, and the Board agreed, that the following items be added to the Board's agenda:

- In December, discussion of the format and process for the January 25, 2014, Owner Forum.
- In January, time for a presentation by a representative of NCGA's Development Cooperative/DC regarding WFC contracting with the DC for services related to opening a second location.

Pursuant to the Board's request, the November 25 meeting of the Board Recruitment Committee was re-scheduled to Monday, December 16, 2013, from 4:15 to 5:00 PM in the conference room. The General Manager Evaluation Committee will also meet on Monday, December 16, 2013, from 5:00 to 5:25 PM in the conference room.

NEW BUSINESS

The Board discussed John's proposal regarding Policy D12 Board Compensation and asked that, in April 2014, he present that proposal as amendments to Policy D12 when he does the Compliance Report on Policy D12.

With reference to Section 4, Policy D2 Board Job Products, the Board reviewed its progress on calendar 2013 goals:

- ❖ Set annual goals at November retreat; goal setting will be the primary focus at this retreat.
 - *Determined in October 2013 that a November 2013 retreat was not required; Board members agreed to participate in a Google survey relating to goals and allocate time at November and December meetings for discussion.*
- ❖ Develop a strategic thinking mechanism/template (e.g., thought provoking questions) to include in the Board's monitoring process.
 - *Done.*
- ❖ Determine Board tasks related to management's Strategic Plan and incorporate those tasks into the Board's calendar.
 - *Done through March 2014.*
- ❖ Develop Class C stock policies as needed.
 - *Carry-over to 2014 goals.*
- ❖ Plan/calendar Board participation in training/development opportunities; e.g., CBLD 101, CBLD Leadership Training, CCMA, etc.
 - *Carry-over to 2014 goals.*
- ❖ Plan/calendar Board participation in ENDS-related community events to connect with stakeholders.
 - *Done including, but not limited to, UM-D Food Summit, WFC-sponsored films at Zinema, 2013 Hill Fest event, Halloween Party.*
- ❖ Continue refining the Board's three-year rolling plan; e.g., maintain a parking lot of ideas on the wiki or other electronic method accessible to Board.
 - *Accepted 2013 update of Strategic Plan in August; discussion of posting 'parking lot' ideas for reference during Board meetings.*

The Board agreed to discuss 2014 goals, along with the results of the *Google* survey (Mickey), at their December meeting.

Following a written evaluation on process, Chris adjourned this meeting at 7:10 PM.

Respectfully submitted,
Sharon Murphy, General Manager