

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of August 24, 2014, Meeting of Board of Directors**  
*Approved by Board of Directors on September 22, 2014*

DATE: August 24, 2014  
TIME: 5:00 PM  
LOCATION: Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: MaryAnn Bernard, Chris Edwardson, David Helf, Heather Murphy, Mickey Pearson, and Jean Sramek. John Westlund was absent. Also present: Finance Manager Dale Maiers, Front End Manager Michael Olker, General Manager Sharon Murphy, Human Resources Manager Colleen Kelly, IT Coordinator Andy Theuninck, Merchandising Manager Lisa Anderson, Produce Manager Michael Karsh, Promotions & Education Manager Shannon Szymkowiak and Store Manager Sarah Hannigan.

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 5:10 PM. Board and Management Team members introduced themselves and then discussed management's Strategic Plan for WFC for 2014-2017 as well as industry/food system trends and the Denfeld Project. This discussion continued until about 6:30 PM at which time all managers except General Manager Sharon Murphy left the meeting.

After a break, the Board returned to open session at 6:43 PM. Board members were prepared, checked in and reviewed Owner linkage and recruitment efforts since the last Board meeting.

Chris determined there was no need for a timekeeper or for a closed session.

### **CONSENT AGENDA**

The Board approved (MSU, Jean, David) the following items on the August 2014 Consent Agenda:

- Important Dates/Board Calendar/Board Goals/Owner Participation Events
- Minutes of the July 28, 2014, Board Meeting/open session
- Drafts of end of Fiscal Year 2014 financial reports (subject to audit)
- Compliance Report on Policy D5/Board Committees/Jean
  - Note that the Compliance Report on Policy D1 Governing Styles will be carried over to the September agenda
- August 2014 Owners Report including:
  - 68 Owner applications and
  - 1 term/transfer requests (#11923)
  - 1 Matching Fund request (#13052/\$80)

### **REVIEW**

#### **Compliance Report**

The Board accepted Sharon's Compliance Report on Policy B4 Financial Condition.

#### **Management Report**

Sharon reported that the Denfeld Ground Breaking Ceremony will be conducted on Wednesday, September 24, 2014, from 11 AM to Noon, at 4426 Grand Avenue. The Hillside Grand Re-Opening will be celebrated in October 2014.

Sharon will register Jean and Chris for the Building Your Board Workshop sponsored by the Minnesota Food Co-ops Boards in Bloomington on Saturday, October 11, from 8:30 to 4.

August sales growth is 6.2% with a goal of 10%.

The Board approved (MSU, David, Heather) conducting an Abandoned Equity Process in 2014 for approximately \$3,000 of the oldest abandoned equity.

The Board accepted (MSU, David, Heather) the Denfeld pro forma dated August 4, 2014, as prepared by NCGA-DC.

David and Mickey will meet at the Co-op on Friday, September 19, at 10 AM to count paper ballots from the 2014 Board election.

With respect to the Denfeld Project, Sharon reported:

- \$796,000 of Owner Loans received and \$69,500 of Class C equity investments received plus \$180,000 in commitments = \$1,045,500.

The Board accepted (MSU, Mickey, Jean) management's Strategic Plan for WFC for 2014-2017.

The Board expressed appreciation for management's documentation of the 2014 General Manager Succession Planning Process distributed at this meeting.

### **OLD BUSINESS**

Following discussion, Chris tabled action on the proposal to amend Policy D5 Board Committees.

Chris adjourned this meeting at 7:40 PM.

Respectfully submitted,  
Sharon Murphy, General Manager