

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of March 23, 2015, Meeting of Board of Directors
As approved by Board of Directors on April 27, 2015

DATE: March 23, 2015
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: Carol Andrews, MaryAnn Bernard, Chris Edwardson, Jamie Harvie, Wayne Pulford and Jean Sramek. Absent: Mickey Pearson. 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 Jean Sramek called the meeting to order at 5:36 PM; Jamie arrived at 5:35 PM. MaryAnn served as timekeeper. Jean determined there was no need for a closed session. Board members were prepared, checked in and reviewed Owner linkage. Wayne advised of two potential Board candidates and he will share that information with the Recruitment Committee.

Jean, Wayne, Sharon and Store Manager Sarah Hannigan attended the CBLD Cooperative Café in Eau Claire meeting on Saturday, March 21. Sharon noted that the due date for the next Gazette articles will be April 23, 2015, as the mailing will now go through the Minneapolis postal center and more time is required to ensure the issue is delivered on time.

CONSENT AGENDA

The Board approved (MSC, Chris, Wayne, Jamie abstained with respect to the Minutes) the following items on the March 2015 Consent Agenda:

- Important Dates/Board Calendar/Board Assignments (no Compliance Reports due in April)
- Minutes of the February 23, 2015, Board Meeting/open session
- Owners Report for March 2015
 - 72 Owner applications approved
- Financial Reports for February 2015
- Compliance Report on Policy C5 Directors' Code of Conduct/Chris

REVIEW

MANAGEMENT REPORT

DENFELD PROJECT – Sharon report that as of March 23, 2015, WFC has received \$1,181,500 in Owner loans and \$129,500 in Class C equity investments for the Denfeld Project. Also as of today, LHB has 100% completed the drawings and specs for site development and construction; Johnson Wilson Constructors, General Contractor for the Denfeld Project expects bids back by mid-April; Sharon expects to close on Members Cooperative Credit Union financing before the end of April and to post the Denfeld Store Manager/Project Manager position approximately May 1. At management's request, the Board approved (MSU, Wayne, Carol) a resolution authorizing signators on closing documents:

Be it resolved that the Board of Whole Foods Community Co-op, Inc., authorizes General Manager Sharon Murphy and/or duly elected Board members Jean Sramek and/or Chris Edwardson, to sign any and all documentation required on behalf of Whole Foods Community Co-op, Inc., for the financing of the Denfeld (4426 Grand Avenue, Duluth, MN) project.

HILLSIDE – Sharon advised that sales growth to date in March is at 2.5% with a goal of 4%; produce, cheese and center store sales are down while Deli prepared foods and bread sales from off-site vendors exceed expectations; April 2015 will be an Owner Appreciation Month; the Grocery

Department has conducted two center store resets since January (the juice/beverage aisle and the cereal aisle); Produce is awaiting delivery of new shelving for the 44' refrigerated cooler; the Deli completed new signs and a variable margin project for the cheese case; aisle "shingles" and a new light over the specialty foods section in the Deli were the last of the re-brand tasks and were completed in March.

Also in March:

- Management completed the update of job descriptions and evaluation criteria for 44 positions at Hillside
- The Management Team's Best Practices for storewide operations and personnel management were updated
- There were no citations from the Fire Department's annual inspection
- A re-conditioned compacting baler for cardboard was installed; this unit will allow for a reduction in labor hours for cardboard processing and a reduction in cardboard recycling expense

Pursuant to the Board's requests, Sharon presented analysis of trends in Ownership growth as well as a positive response on using "word cloud" software to share information from comments on the 2015 consumer surveys. The Board expressed appreciation for the Board recruitment brochures distributed at this meeting.

NEW BUSINESS

COMMITTEE CHARTERS – The Board approved (MSU, Carol, Wayne) templates for the Board Recruitment Committee and for the Search Committee. Jean will submit a General Manager Evaluation Committee Charter and Chris will submit a Finance Committee Charter.

BOARD STUDY – Jamie presented a power point on the many ways to define "healthy" and how we could measure improvements in our community's health; discussion of these issues included discussion of the Co-op's role as an advocate. The Board agreed to retain these topics on the agenda for additional discussion.

Following a written evaluation on process, Jean adjourned this meeting at 7:35 PM.

Respectfully submitted,
Sharon Murphy, General Manager