

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of March 28, 2016, Meeting of Board of Directors
As approved by the Board of Directors on April 25, 2016

DATE: March 28, 2016
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: Carol Andrews, MaryAnn Bernard, Jamie Harvie, Brad Nelson, Mickey Pearson, Wayne Pulford and Jean Sramek. Also present: General Manager Sharon Murphy, Hillside Store Manager Sarah Hannigan and National Co+op Grocers Central Corridor Development Manager Michelle Schry. Brad advised that he would leave this meeting at 6:30 PM.

Motion, seconded and carried is abbreviated as MSC, followed by the names of the maker, second and vote tally. U = unanimous vote.

OPEN SESSION

Vice President MaryAnn Bernard facilitated this meeting and called the meeting to order at 5:35 PM. Jamie was appointed timekeeper. Board members were prepared and reported no conflicts of interest. Check-ins were deferred until after Michelle's presentation.

PRESENTATION BY MICHELLE SCHRY, NATIONAL CO+OP GROCERS

Michelle spoke with the Board about the impact the increasingly competitive grocery environment is having on our cooperative sector and the challenges of general manager succession. Following Michelle's presentation and a question and answer period, Brad left the meeting at 6:30 PM

CHECK-INS

Board members discussed comments from Owners and the public on the Denfeld store. Sharon reported that, between both stores, 80 new Owners signed up in the first four days that Denfeld was open and she shared that combined store sales data since March 16 confirmed that, while Denfeld's opening has taken an initial 14% bite out of Hillside sales, combined store sales indicate 15% growth over February 2015.

CONSENT AGENDA

The Board approved/accepted (MSU, Wayne, Jamie) as presented:

- The amended draft Minutes of the February 22, 2016, Board meeting/open session
- The March 2016 Owners Report
 - 73 Owner applications
- The February 2016 Income Statement
- Important dates, Board calendar items and assignments
 - Jean added to important dates:
 - Reminder of conference call with Board Consultant Joel Kopischke on Thursday, March 31, at 1 PM
 - Gazette articles due April 23, 2016: Board Report/Jean; Membership Matters/Wayne

BOARD CALENDAR

Barring objections, the Board accepted the following goals for calendar 2016:

- Complete General Manager succession
- Adapt Board practices and planning to accommodate multi-store operations

REVIEW

MANAGEMENT REPORT-

ADMIN – The Board requested that Owner request for early loan repayment be carried over to its April agenda for consideration after the Board has reviewed 3rd Quarter (Jan-Mar 2016) financial reports and after the close (March 31, 2016) of the Owner Loan Program in support of the Denfeld Project. Nearly 170 written "local" surveys have been returned by Owners with another 20 submitted electronically; the "local" survey is open through April 15, 2016.

COMPLIANCE REPORT – The Board carried over consideration of Mickey's Compliance Report on Policy C2 The Board's Job to its April agenda.

SEARCH COMMITTEE MEETING REPORT – Jean reported that the Search Committee met earlier today with Human Resources Manager Colleen Kelly and:

- Confirmed format, media and publication dates for postings effective May 1, 2016
- Confirmed the format of the General Manager Job Description and
- Outlined a schedule for next steps, i.e., applications received by June 15, pre-screening in July, interviews in August.

AD HOC FOOD POLICY COMMITTEE REPORT – Jean and Jamie reported that they have drafted a revised Food Policy Statement that will be distributed to the Board soon and will be included for consideration on the Board's April agenda.

Following a written evaluation on process, MaryAnn adjourned this meeting at 7:26 PM.

Respectfully submitted,

Sharon Murphy, General Manager