

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of April 24, 2017 Meeting of Board of Directors
as approved by the Board of Directors at the May 22, 2017 Meeting

DATE: April 24, 2017
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, 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 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

Board President Jean Sramek facilitated the meeting. Jamie Harvie served as timekeeper. Jean called the meeting to order at approximately 5:32 PM.

Open Listening Sessions:

With no guests in attendance seeking to speak to the Board, the Board closed the Open Listening Session at approximately 5:33 PM.

Board members and management introduced themselves. Board members and management were prepared and reported no conflicts of interest.

Agenda review:

No modifications were made to the agenda.

Consent Agenda:

The Board approved/accepted (MSU, Wayne, Brad) the Consent Agenda as presented:

- Minutes of the March 27, 2017 Board meeting (open session and closed session were approved)
- Owners Report
 - 85 New Owner Applications in March 2017

Action:

The Board voted (MSU, Mickey, Jamie) to reject the application of Owner Application from Owner number 17763 dated 4/9/17 on the grounds of the Owner Applicant engaging in unlawful activity at the Hillside store.

Review:

Management Report:

- 80 of 128 employees attended one of four Quarterly All-Staff meetings held between April 12th and 14th. Attendees heard a recap of WFC accomplishments for the period between January and March 2017; learned about quarterly financial performance; and received updates on initiatives that support WFC's connection to the greater community, both locally and globally.
- UFCW negotiations began on April 20th, with HR, Operations and Finance Managers representing WFC's negotiating team. The Bargaining Unit is represented by UFCW and the Bargaining Committee of five WFC employees (three from Hillside, two from Denfeld with all departments represented). Following UFCW's recommendation, a Federal mediator will participate in all negotiations.
- Bag It! Initiative: WFC signed on as a supporter of the initiative and presented the perspective of a retailer to Duluth City Council on April 13th.

Compliance Reports:

- Board reviewed and accepted as presented Policy Compliance Report C2: The Board's Job.

2016 Annual Owners Meeting Draft Minutes:

- Board reviewed draft minutes from 2016 Annual Owners Meeting to be presented at the 2017 Annual Owners Meeting for review/approval.

Old/New Business:

Recruitment Committee update:

- Mickey updated the Board on recruitment activity.

Bylaws Committee update:

- Wayne reported on Committee activity.

Finance Committee:

- As part of FY18 budget planning, Committee members scheduled meetings in May and June.

Board Study:

Mickey facilitated a discussion on two recent articles from the March-April 2017 issue Cooperative Grocer:

- *Five Steps for Handling Co-op Conflicts*
- *Understanding the Meaning of "Speaking with One Voice"*

Open session adjourned at approximately 7:35pm.

CLOSED SESSION

Jean directed the Board and General Manager to closed session.

- Board reviewed March 2017 and quarterly financial reports for 3rd quarter of FY17.
- Board reviewed and accepted as written Policy Compliance Report BI – Financial Conditions and Activities
- Board reviewed and approved (MSU, Jamie, Brad) a request for allocation of Storewide Performance Bonus for WFC employees in recognition of quarterly personnel costs coming in below budgeted personnel costs for the same period.
- Board reviewed and approved (MSU, Mickey, Wayne) Owner Termination and Transfer Requests for period between January-March 2017, totaling 5 Owner accounts and \$180 of returned equity.

Closed session ended and meeting adjourned at 8:04pm.

Respectfully submitted,

Sarah Hannigan, General Manager