

WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of November 27, 2017 Meeting of the Board of Directors
as approved by the Board of Directors at the December 18, 2017 Meeting*

DATE: November 27, 2017
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members: Carol Andrews, Jamie Harvie, Ryan Jones-Casey, Mickey Pearson, Jean Sramek. Board members Brad Nelson and Dale Peacock were absent. Also present: General Manager Sarah Hannigan. Owner Wayne Pulford was in attendance through the Open Listening Session.

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 Secretary Mickey Pearson facilitated the meeting. Board President Jean Sramek served as timekeeper. Mickey called the meeting to order at approximately 5:35 PM.

Introductions:

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

Open Listening Sessions:

Owner, and former Board member, Wayne Pulford shared with the Board his interest in continuing service on the Bylaws Committee. This no other Owners in attendance seeking to speak to the Board, the Board closed the Open Listening Session at approximately 5:38 PM. Wayne left the meeting.

Agenda review:

Consideration of Owner Terminations for the first fiscal quarter was added to the agenda. No further modifications were made.

Consent Agenda:

The Board approved items as follows:

- Minutes of the October 23, 2017 Board meeting (open session and closed session), as presented (MSU, Mickey, Carol; Ryan abstained from voting as he was not present at the meeting).
- Owners Report
 - 61 New Owner Applications in October 2017 (MSU, Mickey, Carol)

Review:

Management Report:

- Board received reports on community engagement, ENDS activity and the GIVE round-up program. American Indian Community Housing Organization's solar garden project is to be the GIVE recipient in December.
- UFCW Negotiations continue with negotiations scheduled for December 8th and 20th.
- As part of the effort to align customer experience at Hillside and Denfeld, a bulk peanut butter grinder is to be installed at Denfeld on December 8th.

Governance Updates:

- Orientation for new Board members took place on November 6th.
- Board communication/file sharing has been transferred to Office365.

Compliance Reports:

- Board reviewed and accepted as written the following compliance reports:
 - General Manager Policy Compliance Report B7 – Communication to the Board
 - Board Compliance Report C5 – Directors’ Code of Conduct

Old/New Business:

Board Officers were elected as follows:

- President, Mickey Pearson (MSU, Jamie, Carol)
- Vice President, Jamie Harvie (MSU, Mickey, Carol)
- Secretary, Carol Andrews (MSU, Jamie, Ryan)
- Treasurer, Ryan Jones-Casey (MSU, Mickey, Carol)

Board committee assignments were agreed upon as follows:

- Recruitment Committee – Jamie (chair), Dale, Ryan
- Bylaws Committee – Carol (chair), Brad, Jamie, Jean
- Finance Committee – Ryan (chair), Brad, Mickey
- GM Evaluation Committee – Mickey (chair), Carol, Jean, Dale

Committee charters will be reviewed by committee chairs in December.

Sarah provided an overview of the Board’s Sharepoint Group and functionality of Office365 for Board communication.

Open session adjourned at approximately 7:40 pm.

CLOSED SESSION

Mickey directed the Board and General Manager to closed session.

- Board reviewed October 2017 Monthly and IQ18 Quarterly Financial Statements
- General Manager Policy Compliance Report BI – Financial Conditions for IQ18 was presented and accepted.
- Owner Termination requests for IQ18 were approved (MSU, Mickey, Jamie)

Closed session ended and meeting adjourned at 8:20pm.

Respectfully submitted,

Sarah Hannigan, General Manager