

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of October 23, 2017 Meeting of the Board of Directors
as Approved by the Board of Directors at the November 27, 2017 Meeting

DATE: October 23, 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. Bill Pank, WIPFLI Auditor, attended from 6:45pm – 7:21pm.

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 5:33 PM.

Introductions:

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

Open Listening Sessions:

With no guests in attendance seeking to speak to the Board, the Board closed the Open Listening Session at approximately 5:39 PM.

Agenda review:

No modifications were made to the agenda.

Consent Agenda:

The Board approved (MSU, Jean, Wayne) the Consent Agenda as presented:

- Minutes of the September 25, 2017 Board meeting (open session and closed session were approved)
- Owners Report
 - 61 New Owner Applications in September 2017

Review:

Management Report:

- WFC has secured a National Co-op Grocers Peer Audit for both stores in 2018.
- WFC is working with Community Action and Zeitgeist on expanding programs to address food insecurity through grant programs available through the USDA.
- Store Manager and Deli Manager positions have been filled.
- Board received reports on community engagement, ENDS activity and the GIVE round-up program. One Roof Community Housing to be the GIVE recipient in November.
- UFCW Negotiations continue with negotiations on October 28.
- Capital investments include 10-burner range with double convection ovens for Hillside Deli to support increased production capacity and stand-alone floral case for Hillside Produce.

Governance Updates:

- Board election to wrap up during Annual Meeting on October 24.
- Orientation for new Board member(s) to take place in early November with Board Executive Committee and General Manager.
- Board communication/file sharing to be transferred to Office365 in November.

Compliance Reports:

- Board reviewed and accepted as written the following compliance reports:
 - Board Policy Compliance Report C7 – Board Committee Principles

Old/New Business:

Bylaws Committee Report

- Wayne shared a document representing a compilation of the Committee's review of the Bylaws and proposed updates discussed to date.

Coop Board Leadership Development Contract Renewal

- The Board discussed and approved (MSU Wayne, Jean) the renewal of the contract with Cooperative Development Services Consulting for the 2018 CBLD Program.

Open session adjourned at approximately 6:40 pm.

CLOSED SESSION

Jean directed the Board and General Manager to closed session.

- Bill Pank, Auditor from WIPFLI, joined the meeting at 6:45pm. Bill presented the Fiscal Year 2017 Audited Financials, and took questions from the Board.

Closed session ended and meeting adjourned at 7:34pm.

Respectfully submitted,

Sarah Hannigan, General Manager