

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of January 22, 2018 Meeting of the Board of Directors*  
*as approved by the Board of Directors at the February 26, 2018 meeting*

**DATE:** January 22, 2018  
**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, Dale Peacock, Mickey Pearson and Jean Sramek; Brad Nelson was absent. 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 Mickey Pearson facilitated the meeting. Board Vice President Jamie Harvie served as timekeeper. Mickey called the meeting to order at approximately 5:35 PM.

Open Listening Sessions:

With no Owners in attendance, the Board closed the Open Listening Session at 5:37 PM.

Introductions:

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 items (MSU, Jean, Jamie) as follows:

- Minutes of the December 18, 2017 Board
- Owners Report: 40 New Owner Applications in December 2017

Review:

Management Report:

- Board received reports on community engagement, ENDS activity and the GIVE round-up program. Loaves and Fishes is to be the GIVE recipient in February.
- UFCW Negotiations continue with negotiations scheduled for January 29<sup>th</sup>.
- Bulk kombucha kegerators will be installed in both stores in early February. Local kombucha brewers will be featured. WFC branded growlers will be available for purchase.
- Customer vestibule heater will be replaced at the Hillside store.
- Management is researching two online ordering platforms: Shelf Scouter for groceries, and Food Dudes for ordering (and delivery) of Deli prepared foods.

Governance Updates:

- Board discussed Board-created content for 2018 issues of the Garbanzo Gazette.
- The 2018 Annual Owners Meeting will be held on October 16<sup>th</sup> at the DECCs Harborside Ballroom. The Board brainstormed possible speakers and themes.
- Board member Dale and Store Manager Steve attended CBLD 101; and Board members Jean and Ryan, and GM, Sarah attended Applied Governance: Building a Strong GM-Board Relationship in the Twin Cities in early January.

- Board agreed to grant Board CBLD Consultant, Leslie Watson, read-only access to current files on the Board's file-sharing site (MSU, Ryan, Carol).

Old/New Business:

- The Board reviewed and approved Board Committee charters as follows:
  - Bylaws Committee (MSU, Ryan, Jean)
  - Finance Committee (MSU, Jamie, Jean)
  - Recruitment Committee (MSU, Ryan, Jean)
- Board discussed goals for Calendar Year 2018, and agreed on the following, to be reviewed in April, July and October:
  - Recruit diverse candidates for a contested 2018 Board Election
  - Conduct strategic discussions to review and update of ENDS
  - Complete review and update of Bylaws for Owner consideration during 2018 Board election
- Board Study Topic: Dale, Jean, Ryan and Sarah shared their takeaways from CBLD 101 and Applied Governance: Building a Strong GM-Board Relationship workshops they attended in early January. Workshop materials are available for all on the Board's file-sharing site.

Open session adjourned at approximately 7:35 pm.

**CLOSED SESSION**

Compliance Reports:

- Board reviewed and accepted as written Policy Compliance Report B – Global Executive Constraint
- Board reviewed and accepted as written Policy Compliance Reports D, D1-D4: Board Management Relationship

Financial Conditions:

- Board reviewed November 2017, December 2017 and 2Q18 financial reports.
- Board reviewed and accepted as written Policy Compliance Report BI – Financial Condition
- Board reviewed and approved (MSU, Jamie, Jean) 2Q18 Owner Termination requests

Closed session ended at approximately 8:00pm; GM, Sarah left the meeting.

**EXECUTIVE SESSION**

The GM Evaluation Committee updated the full Board on the GM evaluation process during the executive session. Executive session ended and meeting adjourned at 8:15pm.

Respectfully submitted,

Sarah Hannigan, General Manager