

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

DATE: February 26, 2018
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members Ryan Jones-Casey, Brad Nelson, Dale Peacock, Mickey Pearson and Jean Sramek; Carol Andrews attended via conference call; Jamie Harvie was absent. Also present: General Manager Sarah Hannigan. Owners in attendance for Open Listening Session: Susan Boorsma, Geoff Compton and Brandon Smith.

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 and served as timekeeper. Mickey called the meeting to order at approximately 5:35 PM.

Introductions:

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

Open Listening Sessions:

The Board heard questions from Susan Boorsma regarding the Board's process for evaluating the General Manager, the promotion of the Denfeld store, operational staffing models and scheduling practices, and the status of union contract negotiations. The Board thanked Susan for her questions and indicated that they would respond directly.

Mickey closed the Open Listening Session at 5:45 PM. Susan Boorsma, Geoff Compton and Brandon Smith left the meeting.

Agenda review:

No modifications were made to the agenda.

Consent Agenda:

The Board approved items (MSU, Jean, Brad) as follows:

- Minutes of the January 22, 2018 Meeting of the Board of Directors
- Owners Report: 62 New Owner Applications in January 2018

Review:

Management Report:

- Board received reports on community engagement, ENDS activity and the GIVE round-up program. CHUM is to be the GIVE recipient in March as part of annual Minnesota Food Share campaign.
- UFCW Negotiations continue with negotiations completed on January 29th and February 14th and scheduled for February 27th and March 5th. Negotiations are focused on the financial considerations including benefits and wage rates.
- Bulk kombucha kegerators were installed in both stores. Local kombucha brewers are featured and WFC branded growlers are available for purchase.
- WLSSD suspended the collection and processing of single-use plastic bags and plastic film. WFC identified a local waste hauler to collect plastic at both stores. The transition has been seamless.
- Doug Welnetz joined WFC as Finance Manager. He brings experience from his service on the MPECU board and a career in financing and accounting at Minnesota Power/Allete, Ascena Retail Group and Spirit Mountain.

Compliance Reports:

- Board reviewed and accepted as written policy compliance reports presented by the General Manager:
 - Policy Compliance Report B3: Asset Protection;
 - Policy Compliance Report B4: Membership Rights and Responsibilities
- Board reviewed and accepted as written policy compliance reports presented by the Board President:
 - Policy Compliance Report C: Global Governance Commitment
 - Policy Compliance Report C1: Governing Style

Old/New Business:

- The 2018 Annual Owners Meeting will be held on October 16th at the DECCs Harborside Ballroom. The Board agreed to pursue Steve Alves, director of *Food for Change*, a documentary about food cooperatives, as the keynote speaker. A WFC-sponsored public screening of the film will take place within a few days of the meeting.
- The Board heard Committee updates and reports as follows:
 - Bylaws Committee: Committee Chair, Carol Andrews, updated the Board on committee activity, including a timeline to deliver proposed updates to the Bylaws to the Ownership for consideration in the Fall election, and an engagement proposal from legal counsel recommended by other Minnesota co-ops for the Bylaws review process. Board approved committee recommendation (MSU, Jean, Dale) to engage Rachel Soffer of Soffer Charbonnet Law Group to provide legal counsel in the 2018 Bylaws review and revision project.
 - Finance Committee: Committee Chair, Ryan Jones-Casey, provided the Board with an update on governance budget planning for FY19. The proposed governance budget will be presented at the March Board meeting.
 - Recruitment Committee: Committee member, Ryan Jones-Casey updated the Board on the recruitment activity to date. The Board's article in the forthcoming Garbanzo Gazette will feature a call for Board candidates.
- Board Study Topic: The Board discussed the following articles in preparation for the April Board Retreat: *ENDS: Defining your Cooperative Advantage; You Can't Create ENDS without a Different Kind of Thinking; and Governance as Leadership.*
- Co-op Café CDS training event (March 24, 2018) attendees confirmed as follows: Directors Dale Peacock and Carol Andrews; General Manager, Sarah Hannigan and three operations managers.
- CCMA Annual Conference (May 31- June 2, 2018) attendees confirmed as follows: Directors Jamie Harvie and Jean Sramek; General Manager, Sarah Hannigan and one operations manager.

Open session adjourned at approximately 7:30 pm.

CLOSED SESSION

Financial Conditions:

- Board reviewed January 2018 financial reports.

Meeting adjourned at approximately 8:05pm.

Respectfully submitted,

Sarah Hannigan, General Manager