

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of FEBRUARY 27, 2012, Meeting of Board of Directors
Approved by the Board of Directors on March 26, 2012

DATE: February 27, 2012
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: Mary Dragich, Chris Edwardson, Mark Friederichs, Theresa Koenig, Heather Murphy and John Westlund. David Helf was absent. *Also present: General Manager Sharon Murphy and Owner Gary Anderson.

Motion, seconded and carried is abbreviated as MSC, followed by the names of the maker, second and vote tally. U = unanimous vote.

OPEN SESSION

President Chris Edwardson called the meeting to order at 5:32 PM. John accepted timekeeper duties. Board members were prepared and no conflicts of interest were noted. The Board amended the order of tonight's agenda and "starred" priority items for this meeting.

OWNER LINKAGE

Pursuant to his January 2012 request for agenda time, Owner Gary Anderson asked that WFC sign on to the Minnesotans United for All Families Resolution Against the Constitutional Amendment to Ban Marriage for Same-Sex Couples to show support for basic human rights for all and in keeping with WFC's ENDS Statement "... to create a healthy community..." Following discussion, the Board approved (MSU, Heather, Mark) a motion authorizing the General Manager to sign, on behalf of WFC, the Resolution Against the Constitutional Amendment to Ban Marriage for Same-Sex Couples. Gary left the meeting following this vote.

PROPOSALS/STUDY

On behalf of the Board Recruitment and Election Ballot Committee, Mary reviewed the draft of proposed changes to the Board of Directors' Application form. Following discussion and technical edits, the Board approved (MSU, Mary, John) the draft of proposed changes recommended by the Board Recruitment and Election Ballot Committee.

Mary also reviewed proposed changes to the Memo to Owners Interested in Running for the Board and to the Board Job Description. These revised documents, along with the updated Application form and other documents recommended by the Committee, will be added to the printed and on-line packet for Board applicants. Mary left the meeting at 6:35 PM.

Discussion of the following items will be carried over to the New Business section of the Board's March 26 agenda:

- Review outcomes of February 4 retreat
- Update 2012 Board goals on Policy D2
- Review draft of 2012 Study Calendar

IMPORTANT DATES

All dates were reviewed for possible conflicts and the following items were noted:

- In order to allow more time for review of outcomes from its February 4 retreat, the Board will meet from 5 PM to 7:30 PM on Monday, March 26, 2012.

- The Recruitment Committee will meet from 3:45 PM to 5 PM on Monday, March 26, 2012.
- Sharon will attend National Cooperative Grocers Association/NCGA meetings in Albuquerque, NM, April 16-20.
- WFC will celebrate Earth Day 2012 at the store on Saturday, April 21.
- Management Team will hold a strategic planning retreat on Tuesday, April 24.

REVIEW

Minutes – The Board approved (MSU, John, Mark) the draft of the Minutes of their January 23, 2012, meeting.

Management Report – Sharon updated the Board as follows:

- Construction continues on expansion of the Brewery Creek Overlook/BCO seating area with approximate completion date of March 15.
- Request for bids on the project to demolish the MCCU building and redevelop the parking lot will be issued this week.
- In response to a request made at Board's February 4 strategic planning retreat, management recommends discussion of strategic impacts of compliance on ENDS, Budgeting/Financial Planning/B5 and Financial Condition/B4 although any Executive Limitations Policy is eligible for such discussion at any time.
- Members Cooperative Credit Union/MCCU has advised that their ATM will be removed as of March 15, 2012, as it is not compliant with Americans with Disabilities Act/ADA requirements that are effective as of that date. As MCCU does not plan to replace the ATM, management is negotiating with another vendor for a new, ADA compliant machine.
- Management expects to revise its definition of and promotion of the LOCAL food/products designation to comply with the region defined by The Superior Compact. WFC's Board signed a resolution in support of The Superior Compact's goal to increase local foods production and consumption to 20% by the year 2020 and 50% by the year 2050. By aligning WFC's LOCAL definition with the region included in The Superior Compact, we will be better able to track and promote this goal.
- February sales growth is at approximately 11% with a goal of 7%; there will be an additional day of sales in February 2012. Prepared foods sales did not decline when the Brewery Creek Overlook seating area was closed for three days due to construction. The Deli kitchen will be closed from one to three days in March for installation of a new sanitizer/pot scrubber in the dish pit.

Ownership Report - With respect to the February Owners Report, the Board approved:

- (MSU, Heather, Theresa) 85 new Owner applications
- (MSU, Heather, John) one request for transfer of equity (#2934)
- (MSU, Theresa, John) repayment of all (61) pending equity requests (\$5,450) and
- (MSU, Heather, Theresa) allocation of \$80 of Matching Funds (#10327).

Financial Report – The Board reviewed the January Income Statement.

Compliance Reports – Barring objections, the Board accepted Compliance Reports on:

- Policy D2 Board Job Products
- Policy B5 Asset Protection (note: review GM's life insurance coverage prior to renewal)

➤ Policy B6 Communication and Counsel to the Board

Consideration of Mary's proposal to amend Policy D2/Board Job Products will be carried over to the Board's March 2012 agenda.

NEW BUSINESS

There are no Board compliance reports due in March 2012.

With respect to planning the 2012 Annual Owners meeting, the Board approved (MSU, John, Theresa) a budget of \$20,000 with directions to management to make decisions on allocating costs, fees, and benefits of attendance and menu selection. With respect to format, the Board discussed possible keynote speakers but directed management to focus on IYC education, a presentation on WFC's long-term strategic planning process and opportunities for Owner involvement in that process.

Following an evaluation on process, the Board approved (MSU, Mark, Chris) adjourning this meeting at 7:34 PM.

Respectfully submitted,
Sharon Murphy, General Manager