

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of MARCH 26, 2012, Meeting of Board of Directors**  
*Approved by the Board of Directors on April 23, 2012*

DATE: March 26, 2012  
TIME: 5:15 PM  
LOCATION: Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: Mary Dragich, Chris Edwardson, Mark Friederichs (arrived 5:25 PM), David Helf, Theresa Koenig, and John Westlund. Heather Murphy was absent. Also present: General Manager Sharon Murphy and Owner Justin Bisted.

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 5:19 PM. David accepted timekeeper duties. Board members were prepared and no conflicts of interest were noted. The Board agreed on priority items for this meeting.

### **OWNER LINKAGE**

Heather advised by email that Owner Jamie Harvie would be willing to make a presentation to the Board at their April meeting regarding a Food Hub proposal.

### **IMPORTANT DATES**

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

- 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.
- WFC will co-sponsor a Community Wellness Day at UM-D's Romano Gym featuring Joel Salatin on Saturday, April 28.
- Board members will advise at the April meeting about attendance at the Consumer Cooperative Management Association Conference in Philadelphia on June 12-17, 2012.
- WFC's next film sponsorship (free for WFC Owners) at The Zinema will be the documentary *Food Matters* on a date to be determined in May.

### **REVIEW**

**Minutes** – The Board approved (MSC, Mary, Theresa, David abstained) the draft of the Minutes of their February 27, 2012, meeting.

**Management Report** – Sharon updated the Board as follows:

- The expanded Brewery Creek Overlook seating area is now open.
- St. Louis County's culvert/sewer repair project on 4<sup>th</sup> Street in front of WFC and including parts of our parking lot has been extended for another week; estimated completion by Friday, March 30, 2012.
- Six bids were received for demolition of the former Members Cooperative Credit Union/MCCU building at 630 East 4<sup>th</sup> Street and extension of WFC's retaining wall to the alley on 7<sup>th</sup> Avenue and then up 7<sup>th</sup> Avenue to 4<sup>th</sup> Street to create a larger, level customer parking area and more room for landscaping, bike racks, a DTA bus shelter and an outside seating area. Ulland Bros., Carlton, MN, will be the contractor for this approximately 60-day project with an expected completion date of June 30, 2012.

- A replacement ATM was installed on March 16 for the ATM owned by MCCU that was removed on March 15. MCCU removed their ATM as it was not compliant with American with Disabilities requirements that became effective on March 16, 2012.
- Sharon distributed printed copies of Management's 2012 Food Policy Compliance Report that will be on the Board's April meeting agenda.
- WFC passed the 2012 Certified Organic Retailer inspection conducted on March 16, 2012, by MOSA, a third-party certifying agency.
- March sales growth is at approximately 10% with a goal of 8% despite the construction zone on 4<sup>th</sup> Street and despite on and off closures of the Brewery Creek Overlook seating area. The Deli kitchen will be closed from one to three days in early April for installation of a new sanitizer/pot scrubber in the dish pit. April is an Owner Appreciation Month; a postcard for a 5% discount on a single purchase any time in April 2012 will be mailed to each Owner by the end of March.

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

- (MSU, Theresa, David) 71 new Owner applications
- (MSU, Theresa, John) two requests for transfer of equity (#100619 and #7928)

**Financial Report** – The Board reviewed the February Income Statement. Sharon noted a correction to the footnote on the dollar amount of ENDS contributions in February 2012.

## COMMITTEES

Chris reported that the General Manager Evaluation Committee/GMEC (Chris, David and Heather) met on March 22, 2012, to plan the General Manager's evaluation. Chris will draft a letter for the GMEC's review and then will ask for Board input on the process. Chris will also talk with Sharon about using external reports, e.g., CoCoFiST, in the evaluation process.

Mary reported that the Board Recruitment and Election Ballot Committee (Mary and Theresa; Heather was absent) met earlier today. They are contacting possible candidates referred by Board members as well as attendees at the 2011 Annual Owners Meeting and will be doing recruiting in the Co-op. Mary asked that Board recruiting banners be posted in the Co-op in April in support of this process. On behalf of the Recruitment Committee, Mary submitted a proposal to amend the Bylaws regarding the Board election process; this proposal will be carried over to the Board's April agenda.

## NEW BUSINESS

Chris assigned the April Board Compliance Report on Policy D12 Board Compensation to John.

The following articles will be submitted by the Board by April 15, 2012, for the summer issue of the *Garbonzo Gazette*: Board Report/Chris; Ownership Matters/Theresa for the Recruitment Committee.

Mary withdrew her proposal to amend Policy D2 Board Job Products as her comments were substantively included in a previous amendment of Policy D6 Board Meetings.

The Board discussed the report from CBLD Consultant Nina Johnson with respect to outcomes from their retreat on February 4, 2012. For their April agenda, Chris will submit draft 2012-2014 goals for the Board's consideration and inclusion in Policy D2 Board Job Products.

Review of the Board's 2012 Study/Planning Calendar will be carried over to the April agenda.

Following an evaluation on process, the Board approved (MSU, Theresa, David) adjourning this meeting at 7:25 PM.

Respectfully submitted,  
Sharon Murphy, General Manager