

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of OCTOBER 24, 2011 Meeting of Board of Directors**  
*As approved by the Board of Directors on November 28, 2011*

DATE: October 24, 2011  
TIME: 5:30 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 5:37 PM), David Helf, Heather Murphy, Theresa Koenig and John Westlund. Also present: General Manager Sharon Murphy, Owner Larry Spears and Joanne Spears.

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 5:30 PM. John accepted timekeeper duties. Board members were prepared and no conflicts of interest were noted.

### IMPORTANT DATES

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

- Reminder that WFC's Halloween Party starts at 4 PM on Monday, October 31, 2011.
- Board retreat with CBLD Consultant Nina Johnson on Sunday, November 6, 2011, from 11:45 to 5 at WFC.
- Date for the next meeting of MN Food Co-op Boards is Saturday, December 3.
- 2012 Annual Owners Meeting will be held on Saturday, October 13, 2012, in the Harborside Room at the DECC.

### REVIEW

**Minutes** – The Board approved (MSC, Heather, David; Theresa abstained) the draft of the Minutes of their September 26, 2011, meeting.

**Management Report** – Sharon updated the Board and requested action as follows on:

- Board approved (MSU, John, David) request of Owner #6320 to extend the date of principal payment on an owner loan to June 30, 2012, subject to payment of accrued interest due as of December 22, 2011.
- Board approved (MSU, David, Mark) payment of a Storewide Performance Bonus to eligible staff for the period July through September 2011 in the amount of \$13,000.
- Consideration of the request from Food & Water Watch to sign on to the GIPSA Coalition letter to Senator Klobuchar; as the Board did not receive this request they agreed to review the materials after this meeting and make a decision by email.
- Following discussion, the Board declined to support the MN ASAP proposal on behalf of WFC as it is outside of WFC's ENDS; a link to the MN ASAP web site will be included in the next *Gazette*.

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

- (MSU, David, Heather) 76 new Owner applications, with one conditional as to IOU benefit.
- (MSU, Mary, Theresa) four requests for Matching Funds (total \$270).

**Financial Report** – The Board reviewed the 1<sup>st</sup> Quarter/FY 2012 financials as attached to management’s Compliance Report on Policy B4 Financial Condition. Mark requested quarterly, instead of annual, cash flow statements due to number of pending capital projects and rebate allocation. Sales growth to date in October is approximately 7% with a goal of 10%.

**Compliance Reports** – Barring objections, the Board accepted compliance reports on the following policies:

- Policy B4 Financial Condition
- Policy B8 Customer Service Policy
- Policy B10 Community Commitment/Environmental Policy
- Policy B11 Peer Accountability
- Policy D4 Board Members’ Code of Conduct; Mary will submit an amendment for consideration at the November meeting regarding each Board member participating in reporting on compliance with this policy

Mark advised that he did not prepare a compliance report on Policy D3 Officers Roles as he recommends a change in the reporting month for that policy to November. He will prepare a compliance report on Policy D3 for the November meeting.

**Board Calendar** – Theresa and Sharon conducted John’s Board orientation. Notice of change in Board passwords was included on the October Management Report. The General Manager Evaluation Committee met on October 26, 2011 (see notes under COMMITTEES). The Board approved (MSU, Heather, John) the following slate of officers for a one-year term:

- President Chris Edwardson
- Vice President Theresa Koenig
- Secretary Heather Murphy
- Treasurer Mark Friederichs

Board members accepted the following committee assignments for a one-year term:

- Finance Committee
  - Mark Friederichs, Chair
  - David Helf
  - John Westlund
- General Manager Evaluation Committee/GMEC
  - Chris Edwardson, Chair
  - David Helf
  - Theresa Koenig
  - Heather Murphy
- Board Recruitment and Election Ballot Committee
  - Mary Dragich, Chair
  - Theresa Koenig
  - Heather Murphy

## COMMITTEES

On behalf of the Board Recruitment Committee, Theresa conducted John’s Board orientation and met with Alison Champeaux earlier in October to conduct her exit interview. The Board Recruitment Committee will meet with John to conduct a follow-up orientation interview in spring 2012.

David reported that the General Manager Evaluation Committee/GMEC met earlier today and recommended wording changes in the Management Contract to align with wording changes in other Salary Agreements. The Board accepted the recommendation from the GMEC and authorized Chris (MSU, Mary, Heather) to sign the amended Contract on behalf of the Board.

## **NEW BUSINESS**

The Board discussed the proposed agenda for their November 6 retreat as prepared by CBLD Consultant Nina Johnson. Chris will review the addition of agenda items with Nina. Sharon will have the "Choose Your Co-op" video available for viewing along with a world map.

There are no Board compliance reports to assign in November. There was a brief discussion of reports submitted by David (NCBA Annual Meeting) and Heather (Peace & Justice for All Gathering). Other NEW BUSINESS items will be carried over to the November agenda.

Following an evaluation on process, the Board approved (MSU, Mary, Mark) adjourning this meeting at 7:42 PM.

Respectfully submitted,  
Sharon Murphy, General Manager