

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of DECEMBER 2010 Meeting of Board of Directors**  
*Approved by the Board of Directors on January 24, 2011*

DATE: December 27, 2010  
TIME: 5:30 PM  
LOCATION: Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: Alison Champeaux, Mary Dragich, David Helf, Theresa Koenig, and Mark Friederichs. Chris Edwardson participated by conference call. Heather Murphy was absent. Also present: General Manager Sharon Murphy.

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

### **OPEN SESSION**

Vice President Theresa Koenig called the meeting to order at 5:35 PM. Mary was appointed timekeeper. Board members were prepared and no conflicts of interest were noted.

### **IMPORTANT DATES**

Dates/times for the following have now been confirmed:

- General Manager Evaluation Committee meeting on Monday, January 24, 2011, 4:45 – 5:30 PM, in WFC's conference room
- Board retreat on Saturday, January 29, 2011, 11 AM – 6 PM, in Fitger's Inn Board Room
- Intervale Center Presentation on Friday, February 18, 2011, 6:30 PM, at Zinema Movie Theatre

### **REVIEW**

**Minutes** – The Board approved (MSC, David, Mary; Alison abstained) the draft of the Minutes of the November 22, 2010, meeting of the Board of Directors.

**Management Report** – Pursuant to management's requests and following discussion, the Board:

- Authorized (MSU, David, Alison) Vice Present Theresa Koenig to sign a resolution acknowledging TSC as third-party administrator of WFC's 401(k) Plan effective as of January 1, 2010.
- Authorized (MSU, David, Alison) a capital purchase up to \$10,997 to replace the current front doors at 610 East 4<sup>th</sup> Street.

### **CLOSED SESSION**

At 5:50 PM, Theresa declared the Board in closed session to discuss a real estate matter.

At 6:00 PM, Theresa declared the Board in open session.

**Management Report** – Sharon requested the Board establish an ad hoc committee to plan the 2011 Annual Owners Meeting. Following discussion, the Board added discussion of the Annual Meeting under the Old Business section of its January 24, 2011, agenda.

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

- (MSU, David, Mark) 49 new Owner applications,
- (MSU, Alison, David) three requests for equity refund of deceased Owners and
- (MSU, Alison, David) one request for transfer of equity to the Matching Fund.

The Board noted that, as of November 30, 2010, WFC has 5,935 active Owners and 1,054 inactive Owners.

**Financial Report** – The Board reviewed the November Income Statement and attachments. Sharon advised that sales growth to date in December is approximately 12% with a goal of 9%.

**Compliance Reports** – The Board accepted the Compliance Report on Policy D10 Board Recruitment & Election Ballot Committee/Mary.

**Board Calendar** – The Board discussed the draft agenda for its retreat on January 29, 2011, with CBLD Consultant Nina Johnson.

### **COMMITTEES**

On behalf of the Board Recruitment Committee, Theresa reported on their meetings on November 22 and December 27, 2010.

### **OLD BUSINESS**

With respect to achieving progress on our ENDS, Theresa reported on her research on greenhouse projects in Iowa, Wisconsin, and Minnesota.

### **NEW BUSINESS**

The January Board compliance reports were assigned to:

- Policy C1/Unity of Control/Chris & Sharon
- Policy C2/Delegation to the GM/Chris & Sharon
- Policy C3/GM Job Contribution/Chris & Sharon
- Policy C4/Monitoring GM Performance/Chris & Sharon
- Policy D9/Search Committee/Alison

For the summer *Gazette* issue (submission deadline March 31, 2011) Chris will write the Board Report and the Board Recruitment Committee will write the Membership Matters article.

### **PROPOSAL**

The Board approved (MSU, David, Mark) the following amendments to Policy D4 Board Members' Code of Conduct:

- 6) Directors will prepare for and attend ~~all~~ Board meetings *in accordance with the Bylaws and* ~~trainings.~~
- 7) *Directors will prepare for and attend Board-directed training and education.*

Following an evaluation on process, the Board approved (MSU, David, Alison) adjourning this meeting at 7:14 PM.

Respectfully submitted,  
Sharon Murphy, General Manager