

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of DECEMBER 19, 2011, Meeting of Board of Directors
As approved by the Board of Directors on January 23, 2012

DATE: December 19, 2011
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, David Helf, Theresa Koenig, Heather Murphy and John Westlund. Also present: General Manager Sharon Murphy and Owner Larry 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 5:31 PM. David 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:

- On Sunday, January 15, 2012, WFC will sponsor a showing of *Farmageddon* at the Zinema at 5 PM. The showing is free for WFC Owners.
- The CBLD strategic planning/leadership training on January 21, 2012, in Minneapolis, will be attended by Chris, David, Mary and Theresa.
- The Good Food Network is planning another public meeting on Thursday, January 26, 2012, 4-6 PM, location to be developed.

REVIEW

Minutes – The Board approved (MSC, David, Mark; Heather abstained) the draft of the Minutes of their November 28, 2011, meeting.

Management Report – Sharon updated the Board as follows:

- With respect to expansion of the Brewery Creek Overlook seating area and following the Planning Commission's approval of WFC's variance request for this project, the contractor, Builders Commonwealth, has requested a building permit and ordered materials to start construction as soon as possible.
- An update of expenses to date under the Board's governance budget and an update on Annual Meeting history are attached to the December financials packet.

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

- (MSU, David, John) 55 new Owner applications and
- (MSU, Heather, Mary) two requests for transfer of equity (#4802 and #11548).

Sharon advised the Board that Owner #8553 reactivated his membership and that, due to previous credit history, no IOU benefit was authorized by management.

Financial Report – The Board reviewed the November Income Statement. Sales growth to date in December is approximately 9% with a goal of 8%.

Compliance Reports – Barring objections, the Board accepted Heather’s Compliance Report on Policy D10 Board Recruitment and Election Ballot Committee.

COMMITTEES

Mary reported that the Board Recruitment and Election Ballot Committee met earlier this month (Mary and Theresa only; Heather was absent) to review the recruitment/applicant screening process at other co-ops, update the recruitment timeline, and revise the Board assessment tool. Mary asked each Board member to complete his/her copy of the Board assessment tool and return it to her as soon as possible along with at least two names of potential candidates.

Chris reported that the General Manager Evaluation Committee met earlier today and will establish GME process documentation to be posted on the Board’s wiki site. This committee also agreed to withdraw the proposal (OLD BUSINESS) to amend Policy D11 General Manager Evaluation Committee.

OLD BUSINESS

Chris’ proposal to amend Policy D11 General Manager Evaluation Committee was withdrawn at his request.

The Board reviewed and discussed the report from CBLD Consultant Nina Johnson on their November 6, 2011, retreat. Sharon will draft a 2012 Board calendar.

NEW BUSINESS

Chris assigned the January compliance reports as follows:

- Board and General Manager Relationship Policies C1,2,3,4 /Chris and Sharon
- Policy D9 Search Committee/Chris

Along with Chris’ Board Report and the Recruitment Committee’s Ownership Matters column, Mark will submit a financial report and David will submit an article on the International Year of the Cooperative/IYC for the next *Gazette* (submission date January 31, 2012).

STUDY

The Board reviewed their 2011 studies (see below) and discussed including IYC education and strategic thinking/planning in their 2012 study plan (to be formalized along with 2012 goals at the next Board retreat on February 4, 2012).

STUDY	WHEN	LEADER/S
Farm Bill	February-April 2011	David, Mary
ENDS monitoring	April	Whole Board
Sustainability/Food Issues	May-July 2011	Heather, Alison
Population/Demographics	August-October	Mark
Member Engagement Events	April & October September/January	Whole Board Mark

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

Respectfully submitted,
Sharon Murphy, General Manager