

WHOLE FOODS COMMUNITY CO-OP, INC.
DRAFT Minutes of JANUARY 23, 2012, Meeting of Board of Directors

DATE: January 23, 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, David Helf, Theresa Koenig, Heather Murphy and John Westlund. Also present: General Manager Sharon Murphy and Owner Mickey Pearson.

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 5:33 PM. Heather accepted timekeeper duties. Board members were prepared and no conflicts of interest were noted. The Board reviewed tonight's agenda and "starred" priority items for this meeting.

IMPORTANT DATES

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

- Lake Superior Good Food Network, 4 PM, January 26, 2012, at Chester Park United Methodist Church.
- *Gazette* submissions due January 31, 2012.
- Board retreat with CBLD Consultant Nina Johnson on Saturday, February 4, 2012; Heather will not be able to attend.
- All-Staff Meetings, February 15, 2012, at 10 AM and 4 PM.
- Art of Local Food, 6 PM, February 29, 2012, at Depot Great Hall.
- CDS Strategic Co-op Seminars, Saturday, March 17, 2012, in LaCrosse, WI.
- Community Wellness Day, Saturday, April 28, at Romano Gym, UM-D.
- Reserved 3 rooms at conference hotel for CCMA Conference, June 13-16, 2012.

REVIEW

Minutes – The Board approved (MSU, David, Heather) the draft of the Minutes of their December 19, 2011, meeting.

Management Report – Sharon updated the Board as follows:

- Construction is underway on expansion of the Brewery Creek Overlook/BCO seating area; the contractor advises that, weather permitting, there will be two more weeks of outside work before the BCO will be closed to customers and the interior wall is opened to link the two areas.
- We anticipate requesting bids in early February 2012 on the project to demolish the MCCU building and redevelop the parking lot.
- The request from Owner Gary Anderson for the Co-op's support for MN United for All Families will be under New Business on the Board's February 2012 agenda.
- January sales growth is currently at 13% with a goal of 7%.
- As of December 31, 2011, 3,030 rebate (2011) checks were cashed; as of December 31, 2010, 2,820 rebate (2010) checks were cashed. The 2011 rebate checks were distributed about two weeks earlier than the 2010 rebate checks.

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

- (MSU, David, John) 47 new Owner applications
- (MSU, John, David) one request for transfer of equity (#12217) and
- (MSU, Heather, John) one request for Matching Funds (\$80 to #10716).

Financial Report – The Board accepted the December 2011 and 2nd Quarter/Fiscal Year 2012 financial reports as attached to management's Compliance Report on Policy B4 Financial Condition. Sharon will reformat the Average Daily Sales report to align chronologically with other financial reports.

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

- Policy B4 Financial Condition
- Policy C1 Unity of Control
- Policy C2 Delegation to the General Manager
- Policy C3 General Manager Job Contribution
- Policy C4 Monitoring General Manager Performance – the General Manager Evaluation Committee/GMEC will determine the dates (month/day) needed to complete section 6 of Policy C4.
- Policy D9 Search Committee

Calendar – The Board will determine the format for the 2012 Owners Meeting at the February meeting.

COMMITTEES

Mary reported that the Board Recruitment and Election Ballot Committee (Heather, Mary, Theresa) met earlier this month. They considered the definitions of “slate” and determined we are too far along in this election cycle to propose a major change in the Board election process. The Board Recruitment Committee will present a proposal for application changes for the Board’s consideration at the February meeting and will outline a process for on-going consideration of changes to the election process.

NEW BUSINESS

Chris assigned the February compliance report on Policy D2 Board Job Products to Mary.

Chris will prepare a Board report for the summer *Gazette* issue (deadline April 30, 2012).

The Board discussed outcomes from the Strategic Leadership workshop (attended by Chris, David and Theresa) and the CBLD 101 orientation (attended by John). Sharon will email to all Board members the materials from the Strategic Leadership workshop in advance of the Board’s planning retreat on February 4. With respect to the agenda for the February 4 retreat, Chris will ask CBLD Consultant Nina Johnson to facilitate a Board discussion on:

- Outline for a rolling three-year strategic plan
- 2012 goals
- 2012 study plan
- IYC activities

STUDY

Review of the draft of the Board’s 2012 study calendar will be carried over to the February agenda. There was a recommendation to add a topic: triple bottom line.

Following an evaluation on process, the Board approved (MSU, Theresa, David) adjourning this meeting at 7:37 PM.

Respectfully submitted,
Sharon Murphy, General Manager