

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of MARCH 2011 Meeting of Board of Directors
Approved by Board of Directors on April 25, 2011

DATE: March 28, 2011
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: Alison Champeaux, Mary Dragich, Chris Edwardson, Mark Friederichs, David Helf, Theresa Koenig, and Heather Murphy. 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

President Chris Edwardson called the meeting to order at 5:30 PM. Heather was appointed timekeeper. Board members were prepared and no conflicts of interest were noted.

IMPORTANT DATES

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

- Closing on purchase of 630 East 4th Street is scheduled for 9:30 AM on Friday, April 1, 2011.
- Next *Gazette* submissions are due to Shannon by April 15, 2011.
- WFC/WLSSD –sponsored film, *BAG IT*, will be shown at Zinema on Thursday, April 21, 2011, at 7:15 PM.
- Heather and Theresa will attend the Consumer Cooperative Management Association/CCMA Conference in San Diego, CA, June 15-19, 2011.

REVIEW

Minutes – The Board approved (MSU, David, Alison) the draft of the Minutes of the February 28, 2011, meeting of the Board of Directors.

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

- Reviewed Management’s 2011 Food Policy Compliance Report; the Board made no amendments to the Food Policies last approved on March 22, 2010.
 - Approved (MSU, David, Mark) the following:
 - WHEREAS, building a local food system can create farming, processing and distribution jobs and increased regional economic strength; and
 - WHEREAS, building a local food system can provide fresher and healthier foods that can address the obesity epidemic that has resulted in increased food related diseases such as heart disease and diabetes; and
 - WHEREAS, building a local food system can reduce food miles, soil erosion and ground water contamination with an increased direct relationship between the farmers and the consumers; and
 - WHEREAS, building a local food system can revive small towns, rural schools, businesses, and support the development and diversification of the rural infrastructure throughout our region.
- RESOLVED that on March 28, 2011, the Board of Directors of Whole Foods Community Co-op, Inc., Duluth, MN, unanimously supports *The Superior Compact’s* goal to increase purchases and production of local foods to 20% by the year 2020 and to 50% by the year 2050.

With respect to the 2011 Annual Owners Meeting, Sharon advised that the location, Clyde Iron Banquet Center (main floor only) and date (Friday, October 14, 2011) are confirmed. Keynote speaker options were discussed.

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

- (MSU, Mary, Heather) 56 new Owner applications and

- (MSU, David, Heather) refund of excess equity to Owner #10122.

The Board noted that, as of February 28, 2011, WFC has 6,049 active Owners and 1,056 inactive Owners.

Financial Report – The Board reviewed the February Income Statement. Sharon advised that sales growth to date in March is approximately 11% with a goal of 9%.

COMMITTEES

On behalf of the Board Recruitment Committee, Theresa noted that several Owners interested in applying to run for the Board were unable to attend this meeting. Theresa reminded the Board that April is Owner Appreciation Month and encouraged Board members to spend some time in the store talking with Owners and customers.

At 6:30 PM, Chris declared the Board in closed session to discuss the General Manager's contract and Sharon left the room. At 6:40 PM, Chris declared the Board in open session and Sharon returned to the meeting. Chris advised Sharon that the Board accepted the recommendation of the General Manager Evaluation Committee regarding her contract effective for two years beginning July 1, 2011.

NEW BUSINESS

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

PROPOSALS

The Board reviewed proposed amendments to Policy D2 Board Job Products and requested additional amendments. This item will be carried over to New Business on the April Board Agenda.

With respect to setting a time line for a long-term strategic direction, the Board reviewed Alison's chart of Goals for 2011, recommended changes, discussed process, and requested the updated chart be posted on the main menu of the wiki site.

With respect to the Board's governance budget for FY 2012 (begins July 1, 2011), the Board reviewed Mark's spreadsheet and agreed to carryover this discussion to the April Agenda in conjunction with David's Compliance Report on Policy D12 Board Compensation.

With reference to the Board's study project on the Farm Bill, Mary will email links for Board review prior to the April meeting and will draft an outline of the anticipated legislative process and time lines.

Following an evaluation on process, the Board approved (MSU, Heather, David) adjourning this meeting at 7:40 PM.

Respectfully submitted,
Sharon Murphy, General Manager