

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of MAY 21, 2012, Meeting of Board of Directors
As amended and approved by the Board on June 25, 2012

DATE: May 21, 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, Produce Manager Michael Karsh, Owners Jennifer Cummings, Mickey Pearson, Martha Ritter, Jocelyn Zentz, and Guest Harold Vanselow, General Manager of the Chequamegon Food Co-op in Ashland, WI.

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. David accepted timekeeper duties. Board members were prepared and no conflicts of interest were noted.

CONSENT AGENDA

Chris reviewed the intention and process for a Consent Agenda. David requested that acceptance of management's Compliance Report on Policy B1 Staff Treatment be removed the Consent Agenda. The Board approved/accepted (MSU, Heather, John) the following items on the May 2012 Consent Agenda:

- Important Dates
- Minutes of the April 23, 2012, Board meeting
- May 2012 Owners Report
- 73 ownership applications
- Two requests (Owner Nos. 59 and 297) for term/transfer of equity
- April 2012 Income Statement
- Management's Compliance Report on Policy B2 Compensation and Benefits
- Assignment of the June Board Compliance Report for Policy D7 Governance Investment to Mark

NEW BUSINESS

With respect to management's request for clarification of the Board's charter to an Ad Hoc Committee to review the Bylaws, the Board agreed to carry this discussion over to an agenda after the Board election in fall 2012.

The Board accepted Sharon's request that the Board meet with the Management Team on Monday, August 27, 2012, from 5 to 6:30 PM to discuss WFC's 3-5 year Strategic Plan. The Board will conduct its meeting after this joint session.

The Finance Committee will review the Music Event Summary submitted to the Board last week and will incorporate a recommendation in the draft budget for FY 2013.

John will submit an Ownership Matters column for the fall *Garbonzo Gazette* (submission date July 31, 2012).

OLD BUSINESS

The Board reviewed and amended draft goals for calendar 2012. Chris will propose an amendment that includes these goals to Policy D2 Board Job Products for inclusion in the June Consent Agenda.

The Board reviewed and amended a draft calendar of Study Goals for calendar 2012. Sharon will redraft this calendar and post it on the wiki site.

Following discussion, the Board approved (MSC, David, Theresa) amendment of the Deli/Prepared Foods Section of WFC's Food Policies as follows:

“DELI POLICY

“WFC's Deli is committed to using at least ~~80%~~ 70% organic ingredients ...”

Barring objections, the Board accepted management's 2012 Food Policy Compliant Report.

CLOSED SESSION

At approximately 7:10 PM, Chris declared the Board in closed session. All guests and management left the meeting at this time. Items for discussion in closed session included:

- Report from the General Manager Evaluation Committee
- Report from the Board Recruitment and Election Ballot Committee
- Management's Compliance Report on Policy B1 Staff Treatment

No notes were taken during the closed session. At approximately 7:40 PM, Chris declared an end to the closed session and Sharon returned to the meeting.

REVIEW

Barring objections, the Board accepted management's Compliance Report on Policy B1 Staff Treatment.

Following an evaluation on process, the Board approved (MSU, Mark, John) adjourning this meeting at 7:45 PM.

Respectfully submitted,
Sharon Murphy, General Manager