

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of DECEMBER 17, 2012, Meeting of Board of Directors
As approved at Board of Directors Meeting on January 28, 2013

DATE: December 17, 2012
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: Jennifer Cummings, Chris Edwardson, David Helf, Mickey Pearson, Jean Sramek and John Westlund. 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

President Chris Edwardson called the meeting to order at 5:31 PM. David accepted timekeeper duties. Board members were prepared and reported no conflicts of interest. Discussion of the letter dated November 9, 2012, from Owner #2694, was carried over to the Board's January agenda. Chris will respond to a follow-up email from Owner #11518.

CONSENT AGENDA

The Board approved/accepted (MSU, John, Jennifer) the following items on the December 2012 Consent Agenda:

- Important Dates
- Minutes of November 2012 Board Meeting/open session
- November Income Statement
- Assigned Board Compliance Reports for January
 - C1 Unity of Control/Chris and Sharon
 - C2 Delegation to General Manager/Chris and Sharon
 - C3 General Manager Job Contribution/Chris and Sharon
 - C4 Monitoring General Manager Performance/Chris and Sharon
 - D9 Search Committee/Chris

REVIEW

DECEMBER OWNERS REPORT – The Board approved:

- (MSU, David, Mickey) 57 new owner applications,
- (MSU, Jean, David) one term/transfer request (Owner #623) and
- (MSU, John, Jennifer) the request of Owner #11534 for Matching Funds in the amount of \$80.00.

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

ASSIGN OWNER LINKAGE – Chris will write the Board Report and Jennifer will write the Ownership Matters column for the next *Garbanzo Gazette* issue (submission deadline of January 31, 2013).

NEW BUSINESS

MANAGEMENT REPORT

Sharon reported that US Small Business Administration/SBA loan documents have been recorded with St. Louis County and we are awaiting formal notice to issue the Title Insurance Policy required by the SBA before the check will be issued.

A check for \$57,896.45 from WFC's flood insurance carrier, Great American Insurance Co., has been forwarded to the SBA for endorsement; the amount of the SBA loan check will be reduced by that amount.

WFC's application and all requested documents have been submitted to the Minnesota Department of Employment and Economic Development/DEED regarding an interest free disaster recovery loan.

WFC's general liability insurance carrier, Grocers/Argo Insurance Group, has denied a claim from the attorney for Last Chance Liquor for flood-related repairs.

The Board approved (MSU, John, Heather) management's recommendation to advise the Co-op's attorney to respond to the City Attorney that WFC will request DEED financing for flood-related expenses and will seek no further financial contribution from the City for flood-related damages to the section of Brewery Creek culvert under the Co-op's parking lot. However, WFC will request that the City record an easement accepting future responsibility for maintenance and repair of the section of Brewery Creek culvert under the Co-op's parking lot.

BOARD CALENDAR/OUTCOMES OF BOARD RETREAT ON NOVEMBER 3, 2012

With respect to review of requirements of Policy D10/Board Recruitment and Election Ballot Committee, Jean and Jennifer will be conducting Theresa's exit interview in January.

Mickey and Jennifer are registered for CBL 101 training and Jean and John are registered for Leadership Training on January 12, 2013, in Minneapolis.

The Board approved support for registration, mileage, lodging and meals for Jennifer to attend the MOSES (Midwest Organic Sustainable Education Services) Conference in Eau Claire, WI, in February 2013.

Jennifer, Mickey and Chris expressed interest in attending the Consumer Cooperative Management Association/CCMA Conference in June 2013.

Chris reviewed the Board's progress on achieving its 2012 education and study plan goals and introduced a draft proposal to amend Section 4, Policy D2 Board Job Products, relating to the Board's 2013 education and study plan goals. Chris and Sharon will incorporate suggestions made during this discussion and include a revised amendment of Section 4, Policy D2, on the Board's January agenda. Also for the January agenda, Chris will submit a Compliance Report on Policy D2 for the term of January through December 2012 and a proposed Board calendar for 2013 incorporating the education and study plan goals.

PROPOSALS/STUDY

Following discussion, management did not recommend action and the Board took no action with respect to the proposal to sponsor the application of Journey Health Cooperative for funding through the Department of Health & Human Services under the Affordable Care Act.

The Board discussed the December 2012 *Cooperative Grocer* article, "The Growth Roadway," and there was support for further discussion of this article at the Board's spring 2013 retreat. Chris advised that Joel Kopischke will be WFC's Cooperative Board Leadership Development/CBLD consultant in 2013. Chris will contact Joel about possible dates for a spring retreat and the agenda for that retreat.

Following a written evaluation on process, the Board approved (MSU, Mickey, Jennifer) a motion to adjourn at 7:15 PM.

Respectfully submitted,
Sharon Murphy, General Manager