

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of APRIL 22, 2013, Meeting of Board of Directors**  
*Approved by the Board of Directors on May 20, 2013*

DATE: April 22, 2013  
TIME: 5:30 PM  
LOCATION: Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: Jennifer Cummings, Chris Edwardson, David Helf, Heather Murphy, Mickey Pearson, Jean Sramek and John Westlund. 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. David accepted timekeeper duties. Board members were prepared and reported no conflicts of interest.

Chris reported on his attendance with Sharon at National Cooperative Grocers Association/NCGA meetings on April 14, 2013, in St. Paul.

### **CONSENT AGENDA**

The Board approved/accepted (MSU, John, Heather) the following items on the April 2013 Consent Agenda:

- Important Dates
- Minutes of March 25, 2013, Board Meeting/open session (note: Chris did not attend the March Board meeting)
- April Owners Report
  - 72 new Owners
  - 2 term/transfer requests (Owner #8776 and #2121)
  - 2 Fran Skinner Matching Fund Requests (Owner #11753 and 11536)
- Board Calendar items

### **REVIEW**

#### **MANAGEMENT REPORT**

Sharon advised that WFC's application for a DEED flood recovery loan is still pending approval at the state level.

Sharon advised that average daily sales through April 21, 2013, are 11% ahead of sales in April 2012 with a goal of 9% growth. In response to management's request, the Board approved (MSU, David, Jean) a storewide performance bonus for the quarter ending March 31, 2013, in the amount of \$14,047.

Following review of the balance available in the Board's training budget, here are responses regarding Board attendance at the Consumer Cooperative Management Association Conference/CCMA in June 2013:

	Yes	No	Maybe
<b>Chris</b>		x	
<b>David</b>		x	
<b>Heather</b>			x
<b>Jean</b>	x		
<b>Jennifer</b>	x		
<b>John</b>			x
<b>Mickey</b>	x		

Board members will advise Sharon by April 30, 2013, of any status changes.

Sharon provided the Board with a template for planning future Board linkage events and advised of positive comments on the Co-op's FaceBook site and from customers and Owners about the "coffee with the Board" events on Tuesdays in April (Owner Appreciation Month) in the Brewery Creek Overlook seating area. Board members discussed their experience at the "coffee with the Board" events.

The Board reviewed the process for conducting exit interviews with Board members who left in fall 2012. The Recruitment Committee will follow-up on this process.

### **COMPLIANCE REPORTS**

Chris' Compliance Report on Policy D12 Board Compensation will be carried over to the Board's May meeting agenda. Barring objections, the Board accepted the following Compliance Reports from Sharon:

- Policy A ENDS
- Policy B4 Financial Condition (includes March and 3<sup>rd</sup> QTR/FY 2013 financials)
- Policy B7 Emergency Management Succession

### **COMMITTEES**

Chris reported that the General Manager Evaluation Committee/GMEC met earlier today to review the General Manager's contract proposal and research on GM contracts from co-ops with similar sales volume. Sharon will draft a new contract with terms as outlined by the GMEC for the Board's consideration at their May meeting.

Jean reviewed the draft Travel Expense Reimbursement Policy for WFC Directors from the Ad Hoc Travel Policy Committee. Following discussion, the Board accepted (MSU, Mickey, Heather) this policy as amended at this meeting:

### **TRAVEL EXPENSE REIMBURSEMENT POLICY FOR WFC DIRECTORS**

**PURPOSE:** To clarify reimbursement for board-related travel expenses.

**POLICY:**

1. All eligible reimbursements must be submitted to the General Manager, within fourteen (14) days of returning from the event at which they were incurred. Any expenses not submitted within fourteen (14) days after the meeting will be considered a donation to WFC.
2. Eligible reimbursements include but are not limited to transportation, food, and lodging required for attending trainings, workshops, classes or conferences outside of the city of Duluth. For events within a 25-mile radius of Duluth, transportation and lodging will not be reimbursed.
3. Events may either be mandated or recommended board training or their content will enhance the ENDS-related performance and/or education of a board member who attends. The Board, acting as a committee of the whole, will pre-approve attendance.

4. WFC will reimburse for parking lot/ramp fees incurred for Board-related trainings, workshops, classes, conferences or events held inside or outside the city of Duluth. WFC will not pay for parking tickets or parking meters.
5. Mileage will be reimbursed at the current IRS rate for personal use of vehicles or for the cost of a rental car plus gas, whichever is cheaper, to travel to or from Board-related trainings, workshops, classes, conferences or events held outside the City of Duluth. If mileage reimbursement is requested, there will be no reimbursement for gas or other vehicle expenses.
6. WFC will reimburse, subject to proof of purchase, for meals while traveling or that are not covered by registration fees to a maximum including tax and tip of \$10 for breakfast, \$15 for lunch, and \$25 for dinner. Alcoholic beverages or non-food items are not reimbursed. This amount may be adjusted to reflect budget and/or inflation.
7. WFC will pay for single occupancy lodging for a Board member to attend Board-related trainings, workshops, classes, or conferences outside the City of Duluth. WFC will not reimburse for private lodgings with friends or family.
8. Board members may make separate travel arrangements to attend an eligible event. For events which require air travel, if driving or any other form of transportation other than air travel is chosen, eligibility for travel reimbursement will be only up to the amount of comparable airfare to attend the event.
9. Family members may accompany Board members to eligible events. Family members' meals, transportation costs or other expenses are not reimbursed. Board members will be required to pay any difference in lodging cost between single occupancy and double/multiple occupancy.
10. When attendance is approved, WFC will pre-pay registration and, as applicable, confirm lodging and travel accommodations. In advance of an event, it is the Board member's responsibility to immediately advise the General Manager of the need to cancel or change any reservation. Within forty-eight (48) hours of an event, it is the Board member's responsibility to cancel or change any reservation.
11. If a Board member subsequently fails to attend an event for which he/she has been registered or requested reimbursement, the Board will be advised by the General Manager. The Board member may be required to provide recompense for expenses incurred by WFC.
12. A Board member who attends an event eligible for travel-related expenses will, within two months of the event, provide:
  - a. An oral report at a Board meeting summarizing what he/she learned and/or
  - b. An article for the Co-op's newsletter/web site and/or
  - c. A written report for the Board.

Following a written evaluation on process, Chris adjourned this meeting at 6:42 PM.

Respectfully submitted,  
Sharon Murphy, General Manager