

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of JUNE 24, 2013, Meeting of Board of Directors
As approved by the Board of Directors on July 22, 2013

DATE: June 24, 2013
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, 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 5:32 PM. Jean accepted timekeeper duties. Board members were prepared and reported no new conflicts of interest. David shared a sale flier and brochures from his visit to a cooperatively-owned grocery store in England.

CONSENT AGENDA

The Board approved/accepted (MSC, Mickey, John, David abstained regarding the May Minutes) the following items on the June 2013 Consent Agenda:

- Important Dates
- Minutes of May 20, 2013, Board Meeting/open session
- May Income Statement
- Board Calendar items
- New Business – assignments of Gazette (Board/David; Membership Matters/Mickey) and Annual Report (Chris) articles and July Compliance Reports:
 - Policy D1 Governing Style/David
 - Policy D5 Committees/John
 - Policy D6 Meetings/Jean
 - Policy D8 Minutes/Heather

REVIEW

MANAGEMENT REPORT

Sharon advised that average daily sales through June 23, 2013, are 14% ahead of sales in June 2012 with a goal of 8% growth.

Sharon reported that 184 of the 2012 patronage rebate checks were not cashed; these checks totaled \$2,098 (average of \$11.40/check). These checks are now null and void and the amount of \$2,098 is taxable income for WFC in 2013.

Sharon reported that WFC has been approved by DEED (Minnesota Department of Employment and Economic Development) for a no-interest flood recovery loan (to be processed through the City of Duluth) in an amount equal to the balance of WFC's US Small Business Administration/SBA loan. WFC's attorney reviewed the loan closing documents, and Sharon reported to the Board on our attorney's concerns with the wording and requirements of those documents. At this time, management requested and the Board agreed not to pursue a loan closing for the DEED funds subject to further negotiations with the State and/or City regarding the closing documents. The loan offer is valid through December 31, 2013. Sharon advised that Board that, with

notice, a representative from our attorney's office can attend a closed session meeting to respond to Board questions or concerns.

Project updates:

- Installation of an acoustic tile ceiling in the office area has been completed.
- Landscaping and patio railings have been completed in the customer parking lot.
- Outdoor furniture (purchased locally from LOLL Designs) has been installed on the patio.

JUNE OWNERS REPORT

- 80 new owners
- 3 term/transfer requests (#1276, 2951, 12758)
- 1 Matching Fund request (#11503/\$60) and
- 1 termination for non-payment of IOU (#13325)

COMPLIANCE REPORTS

Barring objections, the Board accepted the following Compliance Reports:

- Policy D7 Governance Investment/John
- Policy B3 Budget and Financial Planning/Sharon

NEW BUSINESS

The Board discussed the Owner IOU benefit. MSU (Jean, Jennifer) to table this discussion subject to research on IOU benefit at other co-ops.

Jean, Mickey, Heather, Jennifer and Sharon added to written CCMA 2013 reports and responded to questions from the Board.

Following a written evaluation on process, Chris adjourned this meeting at 7:36 PM.

Respectfully submitted,
Sharon Murphy, General Manager