

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of JULY 22, 2013, Meeting of Board of Directors
As approved by Board of Directors on August 26, 2013

DATE: July 22, 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, 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 5:33 PM. David accepted timekeeper duties. Board members were prepared and reported no new conflicts of interest.

CONSENT AGENDA

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

- Important Dates
- Minutes of June 24, 2013, Board Meeting/open session
- July 2013 Owners Report
 - 71 owner applications
 - 4 term/transfer requests (Nos. 3212, 13406, 10172 and 11749)
 - 2 Matching Fund Requests (No. 12078/\$80 and No. 11994/\$20)
- Compliance Reports on:
 - Policy D1 Governing Style/David
 - Policy D5 Committees/John
 - Policy D6 Meetings/Jean
 - Policy D8 Minutes/Heather
- Board Calendar items
 - Next meeting of the General Manager Evaluation Committee will be 4:30-5:00 PM on Monday, August 26, 2013
 - Patronage rebate decision will be carried over pending receipt of report from WFC's accountant.
 - ENDS review covered under NEW BUSINESS
 - Abandoned equity decision covered under REVIEW/Management Report

REVIEW

MANAGEMENT REPORT

Sharon advised that average daily sales through July 21, 2013, are 15% ahead of sales in July 2012 with a goal of 11% growth.

Pursuant to management's request, the Board approved (MSU, David, Jennifer) a storewide performance bonus for eligible employees in the amount of \$35,000 for the period April 1, 2013, through June 30, 2013.

Sharon distributed the 2013 update of WFC's Strategic Plan for Growth and asked Board members to review this document in preparation for the joint Board/Management Team meeting on August 26, 2013.

Pursuant to management's request, the Board approved (MSU, Jennifer, David) repurchasing the oldest approximately \$3,000 of abandoned equity pursuant to the terms of the Board's Abandoned Equity Process. A list of the names of Owners of the \$3,000 of oldest abandoned equity will be published in the next issue of the Gazette and those Owners will have until November 15, 2013, to claim their equity; after November 15, 2013, the balance of unclaimed equity will be donated to an ENDS-related non-profit (2013 list below) chosen by attendees at the 2013 Annual Owners Meeting on October 26, 2013:

- o CHUM/Churches United in Ministry Food Shelf
- o Kids Garden/Damiano Center
- o Local Initiatives Support Corporation/LISC
- o Myers/Wilkins Community School Collaborative (formerly Grant/Nettleton Community School Collaborative)
- o One Roof Community Housing
- o Seeds of Success/Community Action Duluth
- o Other: _____

Sharon advised that the results of the Dakota World Wide site survey conducted in June 2013 have been received. The results of this study will remain confidential until such time as the Board authorizes release of information to Owners.

The Board had no questions on the draft June, 4th Quarter/FY 2013 and end of FY 2013 financial reports. A decision on a patronage rebate for FY 2013 will be carried over until the Board receives an accountant's report on tax implications.

OLD BUSINESS

In consideration of the on-line discussion that continued after the Board's discussion at their June 24, 2013, meeting, the Board approved (MSU, Jean, David) to end the Owner IOU benefit subject to a six (6) month Owner comment period. Notice of the Board's decision will be included in the next issue of the *Garbanzo Gazette* (September 2013).

The Board agreed to begin recruiting for the fall 2014 Board election (three open positions) at the Annual Owners Meeting (October 26, 2013). Jennifer, Mickey and Heather are on the Recruitment Committee.

NEW BUSINESS

Following discussion and review of materials from the Board's CBLD consultant, the Board agreed to support more Owner education on the ENDS Statement and to maintain the ENDS Statement as written:

In Duluth there is a thriving consumer-owned cooperative that supports, invests and partners to create a healthy community including, but not limited to, a healthy regional food system.

Following a written evaluation on process, Chris adjourned this meeting at 7:16 PM.

Respectfully submitted,
Sharon Murphy, General Manager