

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of October 27, 2014, Meeting of Board of Directors
Approved by Board of Directors on November 24, 2014

DATE: October 27, 2014
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: MaryAnn Bernard, Chris Edwardson, Mickey Pearson, Wayne Pulford and Jean Sramek. Absent: Jamie Harvie. Also present: Owner Carol Andrews and 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 5:27 PM. Chris appointed Jean as timekeeper and determined there was no need for a closed session. Board members were prepared, checked in and reviewed Owner linkage since the last Board meeting.

Jean reported on her attendance at the MN Food Co-op Boards' "Build Your Board" workshop on October 11 in Bloomington, MN, and advised that this group may schedule a meeting in Duluth in 2015.

Sharon confirmed that the Board's November 15, 2014, retreat will be facilitated by CBLD Consultant Joel Kopischke and conducted in the private dining room on the 2nd floor of Zeitgeist Café from 10 AM to 5 PM.

CONSENT AGENDA

The Board approved (MSC, Jean, Mickey, Wayne abstained) the following items on the October 2014 Consent Agenda:

- Important Dates/Board Calendar/Board Goals/Owner Participation Events
- Minutes of the September 22, 2014, Board Meeting/open session
- Minutes of the October 17, 2014, Owners Annual Meeting (review only – will be approved at next Owners Annual Meeting)

NEW BUSINESS

APPOINTMENT TO BOARD – The Board approved (MSU, Mickey, Wayne) the appointment of Owner Carol Andrews to fill the open Board vacancy until the September 2015 Board election.

REVIEW

OWNER REPORT – The Board approved the following with respect to the October 2014 Owners Report:

- 81 Owner applications (MSU, Wayne, Mary Ann)
- Two term/transfer requests (#7473 and #8285)
- One Matching Fund request (#13997) for \$60

COMPLIANCE REPORTS – Barring objections, the Board accepted the following Compliance Reports on:

- Policy B4 Financial Condition/1st QTR/FY 2015
- Policy B8 Treatment of Consumers
- Policy B10 Community Commitment/Environmental Policy (as amended)
 - Carol will propose an amendment to Policy B10 for Board consideration
- Policy B11 Peer Accountability

Chris' Compliance Report on Policy D4 Board Members Code of Conduct will be carried over to the November agenda.

FINANCIAL REPORTS – The Board approved (MSU, Mickey, MaryAnn) the September 2014 and 1st QTR/Fiscal Year 2015 financial reports as attached to management's Compliance Report on Policy B4 Financial Condition. Sharon reported that sales growth to date in October is at 2% with a goal of 6%.

MANAGEMENT REPORT

After reviewing available dates for the 2015 Owners Annual Meeting at the DECC/Harbor Side Room, the Board agreed that the 2015 Owners Annual Meeting will be held on Friday, October 23, 2015.

The Board accepted (MSU, Jean, Mickey) the October 4, 2014, Denfeld Project interim pro forma as prepared by the National Cooperative Grocers Association/Development Co-op.

The Board approved (MSU, Mickey, Wayne) management's request for a storewide performance bonus for the July 1-September 30, 2014, quarter in the amount of \$14,838.

After discussion of the status of the Denfeld Project, Sharon noted that management will schedule promotion of the Owner Financing Program for January-February 2015 including owner information sessions with Board participation.

Wayne and Carol will attend the CBLD 101 training on January 10, 2015, in St. Paul; Sharon will coordinate registration.

OLD BUSINESS

Chris advised that he and Jean have been working with CBLD Joel Kopischke on the agenda for the November 15 Board retreat; copies of the agenda and any suggested readings will be distributed to Board members in advance of that session. Board members and their guests may choose to go out to dinner with Joel following the retreat.

The Board reviewed their 2014 goals (as listed on the Consent Agenda for this meeting) and agreed to carry over the goal to "conduct Board self-evaluation survey by fall 2014" to their spring 2015 retreat.

NEW BUSINESS (continued)

The Board discussed outcomes from the 2014 Owners Annual Meeting conducted on October 17, 2014.

Following discussion, the Board approved the following slate of officers for November 2014 through October 2015:

- ❖ President
 - Jean Sramek (nominated by Chris, seconded by Mickey)
- ❖ Co-Vice Presidents
 - Mary Ann Bernard and Mickey Pearson (nominated by Chris, seconded by Jean)
- ❖ Secretary-Treasurer
 - Chris Edwardson (nominated by Jean, seconded by MaryAnn)

Following discussion, the following committee assignments were made/accepted:

- ❖ Board Recruitment and Election Ballot Committee
 - Mickey Pearson/Chair, Jamie Harvie, Wayne Pulford and MaryAnn Bernard
- ❖ General Manager Evaluation Committee
 - Jean Sramek/Chair, Chris Edwardson and Carol Andrews
- ❖ Finance Committee
 - Chris Edwardson/Chair

Following a discussion on Board process, Chris adjourned this meeting at 7:37 PM.

Respectfully submitted,
Sharon Murphy, General Manager