

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of November 24, 2014, Meeting of Board of Directors**  
*Approved by Board of Directors on December 15, 2014*

DATE: November 24, 2014  
TIME: 5:30 PM  
LOCATION: Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: Carol Andrews, MaryAnn Bernard, Chris Edwardson, Jamie Harvie, Mickey Pearson, and Jean Sramek. Absent: Wayne Pulford. Also present: General Manager Sharon Murphy and Store Manager Sarah Hannigan.

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 Jean Sramek called the meeting to order at 5:31 PM. Jean appointed Carol as timekeeper and determined there was no need for a closed session. Board members were prepared, and checked in. No specific Owner linkage was reported.

Sharon noted that WFC will be open holiday hours (9 AM to 3 PM) on Thanksgiving Day, that the Hillside Grand Re-Opening celebration has been scheduled for the week of January 5-10, 2014, and that the balance of unclaimed 2014 abandoned equity in the amount of \$2,769 has been donated to Second Harvest Northern Lakes Food Bank in accordance with the vote of Owners participating in the 2014 Board election.

**CONSENT AGENDA**

The Board approved (MSU, Chris, Mickey) the following items on the November 2014 Consent Agenda:

- Important Dates/Board Calendar/Board Goals/Owner Participation Events
- Minutes of the October 27, 2014, Board Meeting/open session
- Assignment of December Compliance Report on Policy D10 Board Recruitment Committee to Mickey

**REVIEW**

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

- 95 Owner applications (MSU, Mickey, MaryAnn)
- One term/transfer requests (#7610) (MSU, Chris, Carol)

**COMPLIANCE REPORTS** – As no compliance reports were available at this meeting, Compliance Reports on the following policies will be added to the December Board agenda:

- Policy D3 Officers' Roles/MaryAnn
- Policy D4 Board Members Code of Conduct/Chris

**FINANCIAL REPORTS** – The Board reviewed the October 2014 Income Statement. Sharon reported that sales growth to date in November is at 5% with a goal of 9%; management is adjusting labor hours to align with diminished sales growth and will continue to delay hiring for new positions and, as feasible, for attrition; there have been no lay-offs. The Board also received final/post audit financial reports for Fiscal Year/FY 2014 (July 1, 2013 – June 30, 2014) based on the trial balance provided by WFC's accountant. However, the official audit for FY 2014 has not yet arrived at WFC.

**MANAGEMENT REPORT**

At management's request, the Board approved (MSU, Mickey, MaryAnn) a resolution authorizing General Manager Sharon Murphy and/or Board President Jean Sramek to sign any and all documentation required on behalf of Whole Foods Community Co-op, Inc., for the financing of the Denfeld Project.

At management's request, Board members completed and signed the Annual Statement Concerning Possible Conflict of Interest.

Sharon reported that FY 2014 patronage rebate checks will be mailed to Owners by December 5, 2014.

The Board approved (MSU, Jamie, Mickey) a motion to renew their consulting contract for Cooperative Board Leadership Development/CBLD support in 2015.

The Board requested updates on the Board list and changes in the agenda format.

Jamie expressed interest in attending the CBLD Strategic Leadership workshop in January 2015.

### **OLD BUSINESS**

The Board reviewed the status of their 2014 goals (as listed on the Consent Agenda for this meeting) and discussed options for 2015 goals including, but not limited to:

- ❖ Have a contested Board election in 2015 (e.g., minimum of 5 candidates).
- ❖ Schedule agenda time and participate in Board study projects with a long-term goal of developing multi-year Board plans.
- ❖ Approve a new set of Board governance policies, based on work done at retreat on November 15, 2014, approve a new monitoring schedule for those policies and ensure that best practices not carried over from current Board policies are retained elsewhere (e.g., as Owner Policies or incorporated in Food Policies).

### **NEW BUSINESS**

The Board discussed outcomes from their November 15, 2014, retreat with CBLD Consultant Joel Kopischke and considered topics, process and timing (e.g., after Cooperative Café opportunity in March) for a spring 2015 retreat.

Carol and Jamie will work together regarding their interpretation for Policy B10 Community Commitment/Environmental Policy.

Following a written evaluation on process, Jean adjourned this meeting at 7:21 PM.

Respectfully submitted,  
Sharon Murphy, General Manager