

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of January 25, 2016, Meeting of Board of Directors
As approved by Board of Directors on February 22, 2016

DATE: January 25, 2016
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 610 East 4th Street, Duluth, MN

Attended by Board members: Carol Andrews, Jamie Harvie, Brad Nelson, Mickey Pearson, Wayne Pulford and Jean Sramek. Absent: MaryAnn Bernard. Also present: General Manager Sharon Murphy, Hillside Store Manager Sarah Hannigan and Denfeld Store Manager Peter Krieger. Owners Nos. 3116, 142 and 12 arrived by 6:00 PM, observed the meeting and spoke with Board members and management after the meeting.

Motion, seconded and carried is abbreviated as MSC, followed by the names of the maker, second and vote tally. U = unanimous vote.

OPEN SESSION

Vice President Mickey Pearson called the Board meeting to order at 5:32 PM. Wayne was appointed timekeeper. Board members were prepared, checked in and reported no conflicts of interest; the owner linkage discussion on WFC's LOCAL definition was deferred to later in this meeting. Sharon reminded Board members who attended the January 9 CBLD trainings in Minneapolis to submit expense requests and asked if any Board members wanted to be registered for the Cooperative Café session on March 5 in Madison.

CONSENT AGENDA

The Board approved/accepted (MSU, Jean, Wayne) as presented:

- The draft Minutes of the December 21, 2015, Board meeting/open session
- The December 2015 Owners Report:
 - 51 Owner applications
 - Nine term/transfer requests (Nos. 15497, 13826, 404, 10642, 9743, 11351, 8440, 6987 and 13921).
- No action was taken with respect to Board calendar items at this meeting.

REVIEW

MANAGEMENT REPORT-

DENFELD – Hiring decisions on two Denfeld assistant department manager positions (Deli and Grocery) were announced. The Human Resources Department will conduct a Job Fair for the Denfeld store on Tuesday, February 2, 2016, from 5 PM to 8:30 PM in the Commons Area at Denfeld High School. Construction remains on schedule for opening Denfeld on March 16, 2016. Time and format for Owner sneak peak at Denfeld site still to be determined. Reviewed revised staff parking plan for Denfeld. Owner loans and Class C equity investments total \$1,668,500.

HILLSIDE – January average daily sales growth rate to date is 1.4% with a goal of 6%; January's ownership drive has brought in 74 applications in the first three weeks.

Pursuant to management's request, the Board approved (MSU, Carol, Wayne) a storewide performance bonus for the October-December 2015 quarter in the amount of \$11,690.

COMPLIANCE REPORTS – Barring objections, the Board approved the following compliance reports on:

- Policy B Global Executive Constraint/Sharon
- Policy B1 Financial Condition and attached financials for December 2015 and 2nd QTR/FY 2016/Sharon
- Policies D and D1-D4 Board-Management Relationship/Jean and Sharon

COMMITTEES - There were no reports from the General Manager Evaluation Committee/GMEC or the Search Committee for the Board to review at this meeting.

OLD/NEW BUSINESS

BOARD RETREAT – The Board reviewed the agenda from CBLD Consultant Joel Kopschke for their Sunday, February 7, 2016, 9 AM to 4 PM retreat at the Zeitgeist Café meeting room. CDS Consultant Melanie Reid will attend to discuss succession planning (9 AM - noon). The Board requested that Human Resources Manager Colleen Kelly also attend the retreat (9 AM – noon). Jamie advised that he will not be at the Board retreat.

LOCAL DEFINITION – The Board discussed their concerns and the concerns expressed by Owners and area producers about a change in WFC's definition of local. Mickey summarized that we will develop a process for Owners to have input on WFC's definition of local. In the meantime, we will continue to promote that the closer to Duluth products are grown, produced or processed, the more positive impact there is on our economy.

Carol left the meeting at 7:31 PM.

Following a written evaluation on process, Mickey adjourned this meeting at 7:34 PM.

Respectfully submitted,
Sharon Murphy, General Manager