

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
**Minutes of August 22, 2016, Meeting of Board of Directors**  
*As approved by the Board of Directors on September 26, 2016*

**DATE:** August 22, 2016  
**TIME:** 5:00 PM  
**LOCATION:** Whole Foods Co-op, 610 East 4<sup>th</sup> Street, Duluth, MN

Attended by Board members: Carol Andrews, MaryAnn Bernard, Jamie Harvie, Mickey Pearson, Wayne Pulford (arrived at 5:27 PM) and Jean Sramek. Brad Nelson was absent.

Also present ADMIN Team members: General Manager Sharon Murphy, Hillside Store Manager Sarah Hannigan, Finance Manager Dale Maiers, Human Resources Manager Colleen Kelly, IT Manager Andy Theuninck and Brand Manager Ali Wade. Denfeld Store Manager Peter Krieger was absent.

Owners present: Joel Tracey, Abraham Wangnoo, Geoff Compton, Jen Krussow, Mary Theurer, Richard Hudelson, Eileen Zeitz Hudelson, Theresa O'Halloran-Johnson, Diana Tastad, Karin White, Brandon J. Smith, Sue Boorsma, Cathy Podeszwa, Mayson Longley, Allison Heitmiller and Katie Humphrey.

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

### **CLOSED SESSION**

Board Vice President MaryAnn Bernard facilitated and called the closed session with the ADMIN Team to order at 5:13 PM. The purpose of this closed session was to review and discuss the Management Team's Strategic Plan for the Growth of Whole Foods Co-op (2016-2019) that was distributed to the Board on July 25, 2016. This closed session ended at approximately 6:30 PM and Dale, Colleen, Andy and Ali left the meeting at that time.

### **OPEN SESSION**

Board Vice President MaryAnn Bernard facilitated and called the open session meeting to order at approximately 6:40 PM. This session was also attended by the Owners listed above. Owners, Board and management were introduced. Board members were prepared and reported no conflicts of interest.

MaryAnn advised that the Board would go into closed session at approximately 7:10 PM to hear a report from the General Manager Search Committee. Wayne requested that consideration of his proposal regarding the ENDS Statement be moved to the Board's September agenda. Jean noted an error on the Important Dates section of the Agenda; Sharon will correct the start time of the Board's September 26, 2016, Board meeting from 5:00 PM to 5:30 PM.

### **CONSENT AGENDA**

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

- Minutes of the July 25, 2016, Board meeting (open session)
- The August 2016 Owners Report
  - 104 Owner applications
  - Three (3) term/transfer requests (Nos. 16168, 8732 and 11706)
- Important dates, Board calendar items and assignments
  - Jean advised that the next Minnesota Food Co-op Boards/MFCB meeting will be on September 17; the topic will be food co-op mergers
  - Gazette submissions are due by Friday, October 21 to [awade@wholefoods.coop](mailto:awade@wholefoods.coop)
    - Board Report/Jean
    - Membership Matters/Mickey
  - Board Compliance Report for September: Policy C6 Officers Roles/Mickey

### **REVIEW**

#### **MANAGEMENT REPORT- ADMIN**

- ❖ July 2016 sales to date/consolidated = 15.7% growth; goal is 19.4%
  - Hillside = 73.5% of consolidated sales; 15% decline over same period in 2015
  - Denfeld = 26.5% of consolidated sales
- ❖ Reviewed terms of Pay Structure effective August 16, 2016, as introduced to staff at four meetings last week.
- ❖ Board chose omnivore and vegan entrees for Owners Annual Meeting on October 21, 2016 (pork tenderloin; ratatouille).

- ❖ Distributed Summary Report of 12 months of Mystery Shopper Survey trends/Hillside as a supplement to management's Compliance Report on Policy B5 Treatment of Consumers.
- ❖ At management's request, Jean signed a letter and Jean and Wayne provided documentation relating to the re-certification of the Food Stamp/SNAP certification for both stores.

#### **DENFELD**

- ❖ Dahl's milk in returnable glass bottles will be available at Denfeld starting in the first week of September.
- ❖ Installation and hook-up to the grid of 48 solar panels at Denfeld is now complete; Denfeld has a 15 kv system compared to a 5 kv system at Hillside.

#### **HILLSIDE**

- ❖ Pavement was removed on 4<sup>th</sup> Street in front of Hillside but the road is now fully open for the next two to three weeks and is actually smoother to drive on than the previous pavement.

#### **COMPLIANCE REPORTS**

- ❖ Barring objections, the Board accepted:
  - Sharon's Compliance Report on Policy B5 Treatment of Consumers.

#### **COMMENTS BY OWNER**

- ❖ Owner Sue Boorsma spoke to the Board about the Whole Foods Co-op staff and their intention to form a union.
- ❖ The Board thanked Sue for her presentation, thanked the other Owners for attending, and reminded guests of the process to request agenda time at future Board meetings; there was no Board discussion of this topic during the open session.

#### **CLOSED SESSION**

MaryAnn adjourned to closed session from approximately 7:15 PM to 8:15 PM to hear a report from the Search Committee. Management did not attend this closed session.

Following a written evaluation on process, MaryAnn adjourned this meeting at 8:15 PM.

Respectfully submitted,

Sharon Murphy, General Manager