

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of February 27, 2017 Meeting of Board of Directors
as accepted at the March 27, 2017 meeting of the Board of Directors

DATE: February 27, 2017
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members: Carol Andrews, MaryAnn Bernard, Jamie Harvie, Mickey Pearson, Wayne Pulford and Jean Sramek. Brad Nelson was absent. Also present: General Manager Sarah Hannigan. Owners present: Tim Buck, Heather Strasser.

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

OPEN SESSION

Board President Jean Sramek facilitated the meeting. Jamie Harvie served as timekeeper. Jean called the meeting to order at approximately 5:35 PM.

Open Listening Sessions:

With no guests in attendance seeking to speak to the Board, the Board closed the Open Listening Session at approximately 5:36 PM.

Board members, management and guests introduced themselves. Board members and management were prepared and reported no conflicts of interest.

Agenda review:

Equity termination requests were removed from the Consent Agenda. No other modifications were made to the agenda.

Consent Agenda:

The Board approved/accepted (MSU, Jamie, Wayne) the Consent Agenda as presented:

- Minutes of the January 23, 2017 Board meeting (open session and closed session were approved)
- Owners Report
 - 82 Owner Applications in January 2017

Review:

Management Report:

- Owner Linkage:
 - January Owner and Owner Equity Drive resulted in 82 new Owners and 59 existing Owners paying off their equity balance during the month.
 - WFC welcomed the 10,000th Owner in February. To celebrate, WFC donated \$5,100 to Second Harvest Northern Lakes Food Bank funds to support the rescue and redistribution of 20,000 pounds of food.
 - New Owner Meet-and-Greet/Co-op Tour: In February WFC started hosting quarterly meet-and-greet/tours for new Owners at the Denfeld store. The session include an overview of WFC and the benefits of Ownership, a WFC101 with a tour of the store and departments, snacks and prizes.
- Admin:
 - WIC Program Renewal: WIC Vendor Agreements for both stores were signed by Board President. WIC transactions make up approximately 0.20% of total sales, but WIC continues to be an important program for WFC in supporting food accessibility.
 - On February 10th, the National Labor Relations Board certified the results of the January 26th election for staff to determine if approximately 100 of WFC's employees will be represented by

UFCW Local 1189 for collective bargaining purposes. The final results were 43-42 in favor of union representation. HR Manager and Operations Manager will participate in upcoming contract negotiations.

- WFC received three Best of the Northland Awards from The Reader: Best Grocery Store, Best Customer Service and Best Green Business.
- Denfeld Anniversary celebration to be held in both stores March 13-17 with special deals and events for shoppers throughout the week.
- Hillside
 - The 4th Street Market closed in mid-February compounding food access issues in the Central Hillside neighborhood. WFC is working with community members to learn more about how WFC's Hillside store can better meet the needs of the neighborhood.
- Denfeld:
 - Received Organic Retailer Certification.

Compliance Reports:

- Compliance Reports C – Global Governance Commitment and CI – Governing Style were presented by Jamie and accepted by the Board as written.
- Compliance Report B3 – Asset Protection was presented by Sarah and accepted by the Board as written.
- Compliance Report B4 – Owner Rights and Responsibilities was presented by Sarah and accepted by the Board as written.

Old/New Business:

Equity Termination Requests:

- It was noted that termination requests from February 26 – June 30, 2016 were missing from the termination request list. Equity termination requests from July 1, 2016- February 15, 2017 were approved as listed; requests from February 26 – June 30, 2016 to be reviewed and voted on via email (MSU, Wayne, Mickey). [Email vote on termination requests from February 26 – June 30, 2016 was completed by March 3rd, with unanimous approval from all Board members]. In total, 50 owners accounts were terminated and \$4120 of Class A and Class B shares was repaid.

Governance Budget:

- Reviewed Governance Budget history which will serve as foundation for FY2018, to be drafted for consideration in April.

Recruitment Committee update:

- Mickey updated the Board on recruitment activity.
 - Two potential candidates in attendance at the meeting.
 - Additional candidates are being sought; Garbanzo Gazette articles to feature recruitment efforts.

Bylaws Committee update:

- Wayne reported on progress made at, and following, the first meeting of the Committee.
- Bylaws Committee to meet on March 2, 2016.

Open session adjourned at approximately 7:12pm. Owners Tim Buck and Heather Strasser left the meeting.

CLOSED SESSION

Jean directed the Board and General Manager to closed session at approximately 7:22pm to hear a report from the General Manager on the January monthly financial reports.

Closed session ended and meeting adjourned at 8:02pm.

Respectfully submitted,

Sarah Hannigan, General Manager