

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of July 24, 2017 Meeting of Board of Directors
as Approved by the Board of Directors at their meeting on August 27, 2017

DATE: July 24, 2017
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members: Carol Andrews, MaryAnn Bernard, Mickey Pearson, Wayne Pulford and Jean Sramek. Jamie Harvie and Brad Nelson were absent. Also present: General Manager Sarah Hannigan. Present for Open Session: Owner 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 Vice President MaryAnn Bernard facilitated the meeting. President Jean Sramek served as timekeeper. MaryAnn 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 5:37 PM.

Introductions:

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

Agenda review:

General Manager Evaluation Committee report was moved to Closed Session. No other agenda modifications were made.

Consent Agenda:

The Board approved (MSU, Mickey, Wayne) the Consent Agenda as presented:

- Minutes of the June 26, 2017 Board meeting (open session and closed session were approved)
- Owners Report
 - 58 New Owner Applications in June 2017

Review:

Management Report:

- Board received reports on community engagement, ENDS activity and the GIVE round-up program.
- The Shopper Survey is complete with 514 responses received. Data is being analyzed by UW-River Falls; findings will be available in late August.
- Plastic bag recycling drop-off has been suspended at both stores. The MN Department of Health jobs training program that picked up and recycled plastic film and bags changed their focus and dropped their recycling program as of July 1st. WLSSD is looking for ways to other vendors to continue the important program.
- Board received a copy of the April-June Sales Trend Update of natural food cooperatives affiliated with the National Co-op Grocers.
- Management is working with the Mayor, City of Duluth Police, Essentia, the property owner and manager of the apartment across 4th St to proactively address neighborhood safety.
- FY18 Marketing Plan is complete. Highlights include city-wide quarterly promotional mailings that will be linked thematically to other promotions happening at the same time (radio, print, billboard, social, etc). The plan also anticipates the opening of the Duluth Aldi this Fall.
- UFCW Negotiations continue with additional sessions scheduled for August 25th.

Compliance Reports:

- Board discussed preparations for the Annual Owners Meeting
- Board reviewed and accepted as presented Policy Compliance Report C8: Governance Investment.
 - The Board approved (MSU, Mickey, Carol) amendments to their annual calendar to include review of Board attendance in March, and completion of review of Governance Budget proposal for the following fiscal year in April.

Old/New Business:

Recruitment Committee update:

- Mickey provided the Board an update on recruitment activity. Three applications received so far; deadline for additional applicants is August 1st. All candidates will be encouraged to attend Cooperative Board Leadership Development 101 training in the Twin Cities in September.

Bylaws Committee update:

- Wayne reported on Committee's work reviewing current bylaws for potential updates.

Open session adjourned at approximately 6:48pm; Owner Heather Strasser departed.

CLOSED SESSION

MaryAnn directed the Board and General Manager to closed session.

- Board reviewed June 2017 and FY17 financial reports.
- Board reviewed and accepted as written Policy Compliance Report BI – Financial Condition.
- Board reviewed and approved (MSU, Wayne, Jean) 4Q17 Owner Termination requests.
- Board reviewed and approved (MSU, Mickey, Wayne) 4Q17 Storewide Performance Bonus.
- Board reviewed and accepted as written Policy Compliance Report A – ENDS.

General Manager Sarah Hannigan left the meeting. Jean provided the Board with an update of General Manager Evaluation Committee.

Closed session ended and meeting adjourned at 7:50pm.

Respectfully submitted,

Sarah Hannigan, General Manager