

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of March 26, 2018 Meeting of the Board of Directors  
as accepted by the Board of Directors at their April 23, 2018 Meeting*

**DATE:** March 26, 2018  
**TIME:** 5:30 PM  
**LOCATION:** Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members Carol Andrews, Ryan Jones-Casey, Jamie Harvie, Brad Nelson, Dale Peacock, Mickey Pearson and Jean Sramek. Also present: General Manager Sarah Hannigan. Owners in attendance: Susan Boorsma and Brandon Smith.

*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 Mickey Pearson facilitated the meeting and served as timekeeper. Mickey called the meeting to order at approximately 5:34 PM.

#### Introductions:

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

#### Open Listening Sessions:

The Board heard a request from Susan Boorsma for an update on the status of Board's response to the questions she posed at the February 26, 2018 meeting. Board President Mickey indicated that an email response had been sent; it was determined that it had been sent to the incorrect email address. Mickey provided an overview of the response, outlining the Board's process for evaluating the General Manager; he indicated that the other questions posed were of an operational nature and had been forwarded to the General Manager.

Mickey closed the Open Listening Session at 5:40 PM.

#### Agenda review:

No modifications were made to the agenda.

#### Consent Agenda:

The Board approved items (MSU, Jean, Brad) as follows:

- Minutes of the February 26, 2018 Meeting of the Board of Directors
- Owners Report: 57 New Owner Applications in February 2018

#### Review:

##### Management Report:

- Board received reports on community engagement, ENDS activity and the GIVE round-up program.
- 2018 Annual Owners Meeting is confirmed for Tuesday, October 16<sup>th</sup> at the Harborside Ballroom at the DECC. Steve Alves, director of the film, *Food for Change*, is confirmed as keynote speaker.
- Repayment of Owner Loans supporting the Denfeld expansion began as scheduled in March 2018; repayment of loans plus interest will continue over the next four years.
- UFCW Negotiations continue with negotiations completed on February 27<sup>th</sup> and March 10<sup>th</sup>. Additional negotiations are scheduled for April 9<sup>th</sup>. Negotiations are focused on the financial considerations including benefits and wage rates.
- WFC Managers and Assistant Managers participated in a two-day workshop on management and positive accountability taught by Stephanie Merriman of Sacramento Natural Foods Co-op. The training provided a consistent and simple framework for all managers to use in their areas of oversight. Feedback from participants has been positive.

- Budget planning for FY19 is underway. Management will present a draft budget to the Finance Committee for consideration in May. The Finance Committee will present the FY19 to the Board for consideration in June.
- Purchasing local product for Deli production in both stores has become a new area of focus.
- Annual Co+efficient sustainability reporting was completed in March for activity during the previous calendar year.

Compliance Reports:

- Board reviewed and accepted as written policy compliance reports presented by the Board President:
  - Policy Compliance Report C2: The Board's Job

Old/New Business:

- The Board heard Committee updates and reports as follows:
  - Finance Committee: Committee chair, Ryan presented the FY19 Governance Budget for consideration. Board discussed and approved (MSU, Jean, Brad) the Governance Budget as presented.
  - Bylaws Committee: Committee Chair, Carol, updated the Board on committee activity, including a timeline for Board review of upcoming committee recommendations of draft revisions and Owner education.
  - Recruitment Committee: Committee Chair, Jamie updated the Board on the recruitment activity to date.
  - General Manager Evaluation Committee: Committee Chair, Mickey reported that committee members presented the Annual Evaluation to the General Manager on March 23<sup>rd</sup>. Board approved the evaluation (MSU, Jamie, Ryan) and agreed to begin the contract renewal process.
- Board Study:
  - Director, Dale and General Manager, Sarah reported on their attendance at the Co-op Café event on March 24<sup>th</sup>.
  - In preparation for the April Board/Management planning retreat, the Board reviewed notes from the November 2017 Board planning retreat and had a discussion around the question “Why does it matter that the Co-op exists?”

Open session adjourned at approximately 7:15 pm.

**CLOSED SESSION**

Financial Conditions:

- Board reviewed February 2018 financial reports.

Meeting adjourned at approximately 7:48pm.

Respectfully submitted,

Sarah Hannigan, General Manager