

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of April 23, 2018 Meeting of the Board of Directors
As approved at the May 21, 2018 meeting of the Board of Directors

DATE: April 23, 2018
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

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

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. Jean Sramek 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:

With no Owners in attendance seeking to speak to the Board, Mickey closed the Open Listening Session at 5:38 PM.

Agenda review:

No modifications were made to the agenda.

Consent Agenda:

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

- Minutes of the March 26, 2018 Meeting of the Board of Directors
- Owners Report: 51 New Owner Applications in March 2018

Review:

Management Report:

- Board received reports on community engagement, ENDS activity and the GIVE round-up program.
- UFCW Negotiations were completed on April 9th. The Collective Bargaining Agreement was ratified on April 21st with 63% voter turnout, and all but one votes in favor of ratification. The contract secures many policies, practices and benefits previously in place, and expands others including wages, personal time off and holiday pay.
- WFC Managers participated in a two-day strategic planning workshop on April 19 and 20th. The process built off the September retreat and will result in an operational business plan for Fiscal Year 2019 (July 2018 – June 2019) that incorporates process- and results-oriented goals for all departments/business units. The plan will be driven by and will support will be finalized for presentation to the Board in June.
- General Manager, Sarah reported on the National Co-op Grocers' Annual meeting. Beginning this Spring, the Boards and GMs of all NCG member co-ops will receive annual participation reports that outline member-level detail on key financial indicators over time with comparisons to the system average. It also outlines compliance reporting and participation in programs and trainings required by NCG, and provides metrics that illustrate the value of participation in NCG.

Old/New Business:

Compliance Review:

- Mickey provided a mid-year update on compliance on C6, 3.3: Officer Continuity, and C8, 2.6: Attendance.

Committee Reports:

- The Board heard Committee updates and reports as follows:
 - Recruitment Committee: Committee member, Ryan, updated the Board on the recruitment activity to date.
 - Bylaws Committee: Committee Chair, Carol, outlined committee recommendations on technical edits, legal updates and streamlined language in the current draft. The Committee sought Board input on increasing the total number of Directors from seven to nine. In May and June the Committee will finalize recommended draft revisions, complete legal review and develop Owner education materials ahead of the election in September. Wayne left the meeting following the Committee report.

Cooperation Amongst Cooperatives

- Mickey presented a request from the Free Range Food Co-op start-up initiative in Grand Rapids, MN for WFC's Board of Directors to submit a letter of support for their USDA Local Food Promotion grant proposal. The Board accepted the request.

Board Education:

- The Board reflected on the Board-Management retreat held on April 21st. The July issue of the Garbanzo Gazette will include a report on the retreat and follow-up discussions around WFC's ENDS Global Policy and will outline opportunities for Owner engagement in July and August to review and comment on the outcomes.

Open session adjourned at approximately 7:08 pm.

CLOSED SESSION

Financial Conditions:

- Board reviewed March 2018 and 3QFY18 financial reports.
- Board reviewed and accepted Compliance Report B1: Financial Conditions as presented.
- Board reviewed and approved (MSU Brad, Ryan) 3Q18 Owner Termination Requests and repayment of associated equity (12 Owners, \$1100 in equity).

Meeting adjourned at approximately 7:40pm.

Respectfully submitted,

Sarah Hannigan, General Manager