

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of May 21, 2018 Meeting of the Board of Directors
as approved by the Board of Directors at their meeting on June 25, 2018

DATE: May 21, 2018
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

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

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 Jamie Harvie facilitated the meeting. Jean Sramek served as timekeeper. Jamie called the meeting to order at approximately 5:36 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, Jamie closed the Open Listening Session at 5:42 PM.

Agenda review:

No modifications were made to the agenda.

Consent Agenda:

The Board approved items (MSU, Ryan, Dale) as follows:

- Minutes of the April 23, 2018 Meeting of the Board of Directors
- Owners Report: 51 New Owner Applications in April 2018

Review:

Management Report:

- Board received reports on community engagement, ENDS activity and the GIVE round-up program.
- Board received a report on first four months of implementation of installment payment program for new Owner equity. During the period, new Owners paying in full (or enrolling in recurring payments to pay in full over five months) increased from 50% to 90%.
- FY19 Budget Planning and Business Plan development progress was reported. An integrated approach to planning will support buy-in, ownership and accountability for the year ahead.
- FY19 health insurance renewal will see significant increases. WFC's insurance broker is seeking additional bids and is working with the GM and HR Manager to create a menu of offerings to best meet the diverse needs of WFC's employees.
- In late June a peer audit will take place at both stores; three general managers from similar co-ops in the region will accompany category specialists and two generalists from NCG to assess WFC's operations. The audit provides an opportunity for others to learn best practices from WFC, and for WFC to receive peer recommendations on how we can strengthen our operations and provide the best stakeholder experience. The audit is voluntary; the management team will assess the outcomes and use the information to continue to steer our co-op toward sustained success.
- Collective Bargaining Agreement implementation is underway. Rates of pay for all hourly staff increased effective May 1st; payroll cycle will be converted from twice-monthly to bi-weekly on June 1st.

- Board passed a Certificate of Resolution (MSU, Jean, Brad) from South Metro Federal Credit Union of Prior Lake, MN authorizing General Manager to act on behalf of WFC so as to be able to close a dormant share account.

Old/New Business:

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
 - Board Process Policy Compliance Report C4 – Board Meetings
 - Executive Limitation Policy Compliance Report B6 – Staff Treatment and Compensation

Committee Reports:

- The Board heard Committee updates and reports as follows:
 - Bylaws Committee: Committee Chair, Carol, presented committee report and the latest iteration of draft bylaws revisions. The committee will finalize legal review and bring the final draft to the June Board meeting for consideration; all changes would be approved by the Owners during the Fall election.

ENDS Review:

- The Board continued discussion from prior meeting and April Board retreat regarding updating WFC's ENDS Global Policy and outlined opportunities for Owner engagement in July and August to review and comment on the outcomes. An explanation of the process, invitation to Owner engagement events and a draft of the ENDS will be published in the July Garbanzo Gazette. The Board agreed to work on the content of the article via email ahead of the publication deadline.

Open session adjourned at approximately 7:07 pm; Owners Wayne Pulford and Kim Nordin left the meeting. The Board took a break and re-convened in closed session at 7:20 pm.

CLOSED SESSION

Financial Conditions:

- Board reviewed April 2018 financial reports.

Closed session adjourned at approximately 7:33pm; General Manager, Sarah left the meeting.

EXECUTIVE SESSION

The GM Evaluation Committee presented for discussion the GM Contract: July 1, 2018 – June 30, 2020. The Board approved the contract as presented.

Executive session adjourned at approximately 7:55pm.

Respectfully submitted,

Sarah Hannigan, General Manager