

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of July 23, 2018 Meeting of the Board of Directors  
as approved at their August 17, 2018 Meeting*

**DATE:** July 23, 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 Peacockm Mickey Pearson and Jean Sramek. 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. Ryan Jones-Casey served as timekeeper. Mickey 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, Mickey closed the Open Listening Session at 5:36 PM.

Consent Agenda:

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

- Minutes of the June 25, 2018 Meeting of the Board of Directors
- Owners Report: 37 New Owner Applications; 5 Fran Skinner Matching Fund Allocations; 3 Owner Transfer Requests in June 2018
- Owner Terminations for 4Q18: 17 Owner Termination requests and the associated repayment of equity and Fran Skinner Matching Fund allocations

Review:

Management Report:

- Board received reports on community engagement, ENDS sponsorship and donation activity and the GIVE round-up program.
- In response to initial peer audit findings regarding merchandising and the customer experience, natural foods retail educator and produce specialist Mark Mulcahy will conduct a day-long seminar with managers, assistant managers and other staff on “Creating the Experience Customers Crave” in September.
- WFC’s annual financial auditor, WIPFLI, began their work auditing FY18. They will complete their on-site assessment in August.
- A large blast chiller was installed at Hillside to aid in cooling of prepared foods, increasing production capacity and assuring food safety. The new equipment replaced a smaller unit that has been transferred to Denfeld for use in the deli.
- The development of a Board administrative role is underway.

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
  - Board Process Policy Compliance Report C8 – Governance Investment
  - Executive Limitation Policy Compliance Report A – ENDS

Old/New Business:

Committee Reports:

- Recruitment Committee: Committee Chair, Jaime, shared that the committee believes that WFC is on target for a contested Board election.

ENDS Review:

- Board members discussed the results of the Owner engagement events completed to date focusing on reviewing draft updates to WFC's Global ENDS Policy. Next steps involve reviewing survey feedback, developing an updated draft based on Owner feedback for discussion at the August Board meeting; finalizing any revisions/updates in September and presenting the new ENDS to the owners at the Annual Meeting in October.

Open session adjourned at approximately 6:35 pm; Owner Wayne Pulford left the meeting.

The Board took a break and re-convened in closed session at 6:46 pm.

**CLOSED SESSION**

Financial Conditions:

- Board reviewed June 2018 monthly and 4Q18 year-end financial reports.
- Board reviewed and accepted Executive Limitation Policy Compliance Report BI – Financial Conditions

Closed session adjourned at approximately 7:27pm.

Respectfully submitted,

Sarah Hannigan, General Manager