

WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of September 24, 2018 Meeting of the Board of Directors
as approved by the Board of Directors on October 31, 2018*

DATE: September 24, 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, Mickey Pearson and Jean Sramek. Also present: General Manager Sarah Hannigan and Board Administrator, Josephine Lepak. Owners in attendance: 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. Ryan Jones-Casey served as timekeeper. Mickey called the meeting to order at approximately 5:31 PM.

Introductions:

Board members and management introduced themselves. Board members, management, and administrator 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 5:32 PM.

Consent Agenda:

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

- Minutes of the August 27, 2018 Meeting of the Board of Directors
- Owners Report: 44 New Owner Applications; 10 Fran Skinner Matching Fund Allocations; 1 Owner Transfer Requests in August 2018

Review:

Management Report:

- Board received reports on community engagement, ENDS sponsorship and donation activity and the GIVE round-up program.
- Annual Owner Meeting logistics and planning were finalized.
- WFC will transition to a new credit card processing service provider through a centralized services contract with other cooperatives and realize significant savings.
- All Staff Meetings were held the first week of September; 82 of 130 employees attended one of the sessions that provided staff with a preview of the FY18 Annual Report, an overview of goals for the year ahead, and management's vision to achieve operational alignment and exceptional customer service.
- The vacant lot adjacent to the Denfeld store will be developed as a Taco Bell. The public access to 44th Ave W will be improved as part of the development, which will benefit WFC.
- An online comments system has been developed to enhance customer service; it will be announced and formally launched with the publication of the October Garbanzo Gazette.

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
 - Executive Limitations: B8 – Board Logistical Support: B9 – GM Succession
 - Board Process Policy: C6 – Officers' Roles

Old/New Business:

Committee Reports

- Recruitment Committee: Board Orientation for newly elected Board members: Scheduled for November 2, 2018, Time TBD
- Ad-Hoc ENDS Committee: Board approved ((MSU, Brad, Carol) revisions to the ENDS statement as follows:

Whole Foods Co-op is a thriving consumer-owned cooperative that supports, invests and partners to create a healthy community.

A healthy community is one which nurtures emotional, mental, spiritual and physical health.

WFC creates a healthy community by:

- Requiring a robust local, sustainable food system
- Prioritizing equity and diversity
- Nourishing and replenishing water, air and soil
- Fostering relationships and human connection
- Resting on local and shared ownership

2019 Cooperative Board Leadership Development (CBLD) Enrollment

- Board approved CBLD participation agreement for 2019 (MSU, Jean, Ryan)

Board Study/Discussion Topic:

- Jamie led discussion on WFC Board email best practices

Owner Brandon Smith left the meeting at approximately 6:45 pm.

Open session adjourned at approximately 6:52 pm.

The Board took a break and re-convened in closed session at 7:03 pm.

CLOSED SESSION

Bill Pank and Emily Andrews, Auditors from WIPFLI and Doug Welnetz, WFC Finance Director, joined the meeting.

Presentation of FY18 Audited Financial Statements:(Bill Pank and Emily Andrews, WIPFLI and Doug Welnetz, WFC)

- Bill Pank presented the FY18 Audited Financial Statements and led a discussion about the materials with the Board

Bill Pank and Emily Andrews left the meeting at 7:48 pm.

Financial Conditions:

- Board reviewed August 2018 Monthly Financial Reports

Closed session adjourned at approximately 7:59 pm.

Respectfully submitted,

Sarah Hannigan, General Manager