

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of November 26, 2018 Meeting of the Board of Directors  
as approved by the Board of Directors on December 17, 2018*

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

Attended by Board members Heather Strasser, Jamie Harvie, Ryan Jones-Casey, Brandon Smith, Dale Peacock, Mickey Pearson, Maria Isley, Kim Nordin, and Jean Sramek. Also present: General Manager Sarah Hannigan and Board Administrator, Josephine Lepak. No Owners were in attendance.

*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 5:30 PM.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Mickey closed the Open Listening Session at 5:30 PM.

Introductions:

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

Consent Agenda:

Items were removed from the Consent Agenda to be considered individually

- Owners Report: 112 New Owner Applications; 22 Fran Skinner Matching Fund Allocations; 2 Owner Transfer Requests in September and October 2018. Board approved items (MSU, Jamie, Brandon)
- Reviewed Board Meeting Minutes from September 24, 2018 and Termination Requests for Owner 16609 approved by Board of Directors email vote on October 31, 2018
- Reviewed and accepted 2018 Annual Owner Meeting Minutes for presentation at 2019 meeting

Review:

Management Report:

- Board received reports on community engagement, ENDS sponsorship and donation activity and the GIVE round-up program. WFC received the “Going the Distance” award from Choice, unlimited for employing one of their clients continuously for 23 years.
- Board reviewed 2018 Annual Meeting expenses, GM notes on recent meetings with co-op members of NCG, and WFC operational updates.
- Board reviewed request to grant a utility easement for a portion of the employee parking lot at the Denfeld location and authorized the General Manager to execute any required documentation to said easement (MSU, Jamie, Dale).

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
  - Board Process Policy: C7 – Board Committee Principles

Old/New Business:

- Board completed and submitted Annual Statements Concerning Directors Code of Conduct and Possible Conflict Interest
  - Mickey reported no conflicts
  - Maria reported: WFC advertises with employer
  - Ryan reported: serves on the finance committee of a non-profit that has received WFC sponsorship
  - Kim reported no conflicts
  - Dale reported: vendor and producer/owner of vendor, WFC purchase from both vendors
  - Jamie reported: current and past participation in local community groups that support sustainability and have received WFC sponsorship
  - Brandon reported no conflicts
  - Jean reported: serves on a board that has received WFC sponsorship
  - Heather reported: employed by WFC vendor

Board Study/Discussion Topic: WFC Retreat Recap

- Mickey led election process for Board Officers: President Mickey Pearson, Vice President Jamie Harvie, Secretary Kim Nordin, and Treasurer Ryan Jones-Casey
- The board reviewed and approved 2018-2019 Proposed Goals (MSU, Brandon, Heather):
  - Strengthen the core
  - Recruit a robust and diverse group of director candidates
  - Improve Owner engagement
- Discussed and proposed 2018-2019 Committee composition
- Mickey assigned each committee the task of developing committee charters for consideration and approval at December Board Meeting

Open session adjourned at approximately 6:42pm.

The Board took a break and re-convened in closed session at 6:55 pm.

#### CLOSED SESSION

##### Financial Conditions:

- Board reviewed and accepted: Executive Limitations: B-I Financial Condition, Including IQ19 Narrative and Quarterly Financials
- Reviewed (new) Prior-Nine Quarterly Metrics
- Approved (MSU, Jamie, Maria): IQ19 Termination Requests (21 Owners, \$2030 equity, \$0 FSMF repayment)

Closed session adjourned at approximately 7:22 pm.

Prepared by Josephine Lepak, Board Administrator  
 Reviewed and submitted by Sarah Hannigan, General Manager