

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of December 17, 2018 Meeting of the Board of Directors*  
*As approved by the Board of Directors on January 28, 2019*

**DATE:** December 17, 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 5:42 PM.

#### Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Mickey closed the Open Listening Session at 5:43 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: 48 New Owner Applications; 11 Fran Skinner Matching Fund Allocations; 1 Owner Transfer Requests in November 2018. Board approved items (MSU, Jamie, Kim)
- Reviewed Board Meeting Minutes from November 26, 2018 (MSU, Dale, Brandon)

#### Review:

##### Management Report:

- Board approved date for 2019 Annual Owner Dinner, October 29, 2019 (MSU, Jean, Dale)
- Board reviewed 2018 Annual Meeting report and expenses, GM notes on recent meetings with members of National Co-op Grocers, 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: C5- Directors Code of Conduct
  - Executive Limitations: B7- Communication to the Board

#### Old/New Business:

- Board reviewed and approved committee chairs and charters
  - Finance chair: Ryan
    - Approved existing charter
  - Recruitment chair: Jamie

- Approved existing charter
  - GMEC chair: Mickey
    - Approved existing charter with edits
  - Owner Engagement chair: Jean
    - Approved newly written charter
- CBL 101: Everyone Welcome (January): Board discussed and will confirm attendance for registration

Open session adjourned at approximately 6:37pm.

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

#### **CLOSED SESSION**

##### Financial Conditions:

- Board reviewed November 2018 Monthly Financial Reports

Closed session adjourned at approximately 7:25 pm.

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