

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of January 28, 2019 Meeting of the Board of Directors*  
*As approved by Board of Directors on February 25, 2019*

**DATE:** January 28, 2019  
**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, Mickey Pearson, Maria Isley, and Kim Nordin. Also present: General Manager Sarah Hannigan. Board members, Dale Peacock and Jean Sramek, and Board Administrator, Josephine Lepak, were not in attendance. 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 5:31 PM.

#### Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Mickey closed the Open Listening Session at 5:34 PM.

#### Introductions:

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

#### Consent Agenda:

Items were removed from the Consent Agenda to be considered individually

- Owners Report: 40 New Owner Applications; 6 Fran Skinner Matching Fund Allocations; 3 Owner Transfer Requests in December 2018. Board approved items (MSU, Brandon, Maria)
- Reviewed Board Meeting Minutes from December 17, 2018 (MSU, Jamie, Heather)

#### Review:

Management Report:

- Lakeview due diligence
- Discussed Owner report and monthly terms
- Discussed staff survey
- Presented ideas for annual content and speaker

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
  - D- Global Board-Management, D1- Unity of Control, D2- Accountability of the GM, D3 Delegation to GM
  - Executive Limitations: B-Global Executive Constraint
- Board Accepted Amended compliance report
  - D4- Monitoring GM Performance (Mickey, Sarah)

#### Old/New Business:

- Board reviewed and approved Ad Hoc OEC Committee Charter Committee Report
- Board reviewed 2018-2019 Goals:

- Strengthen the Core
- Recruit a robust and diverse group of director candidates
- Improve Owner engagement

Board Study/Discussion:

- Board discussed CBL Training “Everyone Welcome?” and feedback from Brandon and Dale

Open session adjourned at approximately 7:02pm.

The Board took a break and re-convened in closed session at 7:08pm.

**CLOSED SESSION**

Financial Conditions:

- Board reviewed December 2018 Monthly Financial Reports
- Board reviewed and accepted Executive Limitations Policy: B1-Financial Condition including 2Q19 Narrative and Quarterly Financial Report
- Board reviewed Prior-Nine Quarterly Metrics
- Board reviewed and approved 2Q19 Termination Requests (15 Owners, \$1020 equity; \$0 Fran Skinner Fund Memorial Fund repayment) (MSU, Jamie, Kim)

Closed session adjourned at approximately 7:33 pm.

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