

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of August 26, 2019 Meeting of the Board of Directors  
as approved at the September 23, 2019 Meeting*

**DATE:** August 26, 2019  
**TIME:** 5:30 PM  
**LOCATION:** Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members Jamie Harvie, Ryan Jones-Casey, Mickey Pearson, Dale Peacock, Brandon Smith, Jean Sramek, and Heather Strasser; Maria Isley and Kim Nordin were not present. Also present: General Manager Sarah Hannigan. WFC Owner Susan Boorsma attended the Owner Listening Session.

*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. Jamie Harvie served as timekeeper. Mickey called the meeting to order at approximately 5:30 PM.

#### Open Listening Sessions:

Owner Susan Boorsma introduced herself as Owner, WFC Employee and Chief Union Steward. She shared details of an employee incident and management's follow-up with the Board. Mickey thanked her for her presentation and let her know the Board would follow up with her directly. With no other Owners in attendance seeking to speak to the Board, Mickey closed the Open Listening Session at 5:36 PM. Susan left the meeting.

#### Introductions:

Board members and management introduced themselves. Board members and management were prepared and reported no conflicts of interest specific to the current agenda and reiterated their previously disclosed standing conflicts of interest: Board member Jamie Harvie is the facilitator of the Bag It Duluth campaign. Board member Ryan Jones-Casey is a Board member of One Roof Community Housing. Board member Dale Peacock is the owner of Red Hoof Farm and a member of Organic Valley. Board member Jean Sramek is a member of the Advisory Board of Zeitgeist Arts.

#### Consent Agenda:

The Board approved items (MSU, Ryan, Brandon) as follows:

- Minutes July 22, 2019 Meeting of the Board of Directors
- New Owner Applications, Transfer Requests, Fran Skinner Memorial Fund Applications, and Termination Requests for July 2019.

Board discussed request of Owner to donate terminated equity to a non-profit on their behalf; WFC has and will continue to honor request to donate terminate equity to the Fran Skinner Memorial Matching Fund, but does not administer donations of terminated equity to other entities.

#### Review:

Management Report:

- Received updates on operations including management hiring updates, employee communications, staff development, Human Resources Information System conversion, WFC sponsorships and donations, sustainability efforts, community events, capital improvements, and repair and maintenance of physical plants.

Compliance Reports

- Board reviewed, discussed and accepted as written policy compliance reports as follows:
  - A – ENDS
  - B5 – Treatment of Customers

Old/New Business:

- Board approved (MSU, Jamie, Ryan) the proposal for future abandoned equity to be donated to the Fran Skinner Memorial Matching Fund, as the fund provides up to \$80 in equity subsidy for Owners in financial need.
- The Recruitment Committee gave an update on recruitment activity. Five candidates will be anticipated for the three open Board seats in 2019. Recruitment Committee members will interview all non-incumbent candidates by the end of July.
- Mickey led a discussion on Officer Continuity as per Board Process Policy C6, section 3c.

Discussion/Study:

- The Owner Engagement Committee provided an update on the committee's work; Board discussed the draft Board Member Guide and the proposed timeline for completion.
- Board discussed proposed content for the November Board Retreat.

Open session ended at approximately 7:15 PM.

**CLOSED SESSION**

Meeting reconvened at approximately 7:30 PM.

Financial Conditions:

- Board reviewed July Monthly Financials and Narrative

Owner Listening Session Follow-up

- Board and GM discussed concerns raised during the Owner Listening Session; Board agreed upon follow-up communication to the Owner.

Meeting adjourned at approximately 8:01 PM.

Prepared and submitted by Sarah Hannigan, General Manager