

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of July 22, 2019 Meeting of the Board of Directors
as approved by the Board of Directors at the August 26, 2019 Meeting

DATE: July 22, 2019
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members Jamie Harvie, Maria Isley, Ryan Jones-Casey, Kim Nordin, Brandon Smith, Jean Sramek, Heather Strasser, Dale Peacock; Mickey Pearson was not present. Also present: General Manager Sarah Hannigan and WFC Owner Derick Cich.

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 Vice President Jamie Harvie facilitated the meeting. Maria Isley served as timekeeper. Jamie called the meeting to order at approximately 5:31 PM.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Jamie closed the Open Listening Session at 5:33 PM.

Introductions:

Board members and management introduced themselves. Board members and management were prepared and reported no conflicts of interest beyond the previously disclosed standing conflicts of interest: Board member Jamie Harvie is the facilitator of the Bag It Duluth campaign. Board member Maria Isley is an employee of Minnesota Public Radio. 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, Dale, Kim) as follows:

- Minutes June 24, 2019 Meeting of the Board of Directors
- New Owner Applications, Transfer Requests, Fran Skinner Memorial Fund Applications, and Termination Requests for June 2019

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 and repair and maintenance of physical plants.

Compliance Reports

- Board reviewed, discussed and accepted as written policy compliance reports as follows:
 - C8 – Governance Investment

Old/New Business:

- The Owner Engagement Committee provided an update on the committee's work
- The Recruitment Committee gave an update on recruitment activity. A contested election is anticipated for the three open Board seats in 2019.

Discussion/Study:

- Board reviewed and discussed the 2018 National Co-op Grocers Participation report which outlines WFC's participation in programs available through NCG, the business services cooperative of which WFC is a member. The report also shows all industry networking and educational opportunities WFC participated in through NCG, outlines how WFC compares to other member co-ops with regard to performance metrics and financial standing, and offers a cost-benefit analysis of WFC's voluntary participation in NCG, including the total value of patronage dividends realized by WFC through its participation in the business services cooperative.
- Board heard recaps of the Consumer Cooperative Management Association conference attended by five Board members and the GM in Durham, North Carolina in June.
- Board discussed proposed content for the November Board Retreat.

Open session ended at approximately 7:15 PM; Derick Cich left the meeting.

CLOSED SESSION

Meeting reconvened at approximately 7:30 PM.

Financial Conditions:

- Board reviewed June Monthly and 4Q19 Financials and Narrative
- Board accepted Compliance Report B1 – Financial Conditions as presented.

Meeting adjourned at approximately 8:00 PM.

Prepared and submitted by Sarah Hannigan, General Manager