

WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of September 23, 2019 Meeting of the Board of Directors
as approved at the November 25, 2019 Meeting of the Board of Directors*

DATE: September 23, 2019
TIME: 5:30 PM
LOCATION: Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members Heather Strasser, Ryan Jones-Casey, Dale Peacock, Mickey Pearson, Maria Isley, Kim Nordin, Jamie Harvie and Jean Sramek. Also present: General Manager Sarah Hannigan.

*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.

Introductions:

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

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Mickey closed the Open Listening Session at 5:32 PM.

Consent Agenda:

The Board approved items (MSU, Jean, Dale) as follows:

- Minutes of the August 26, 2019 Meeting of the Board of Directors
- Owners Report: New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for August 2018

Review:

Management Report:

- Board received reports on community engagement, ENDS sponsorship and donation activity and the GIVE round-up program.
- Annual Owner Meeting logistics and planning were finalized.
- WFC Management has decided to implement a \$0.05 fee on single-use bags at the register effective January 1st regardless of whether the Duluth City Council adopts an ordinance on the issue; the action aligns with WFC's ENDS and supports WFC's leadership in sustainability efforts in the community. A public announcement will be made in October at a time that aligns with the Bag It Duluth campaign. The RRR program will come to an end on December 31, 2019.
- Jennifer Krussow was promoted to Hillside Store Manager.
- WFC will host a staff appreciation party on September 25th to celebrate employees and their contributions to WFC's success. The stores will close at 6PM so all staff have the opportunity to attend the taco bar dinner event at the Park Point Beach House.
- A staff-wide apology was issued and resolution was reached following the employee incident brought forward in the Owner Listening Session at the August Board meeting.
- All Staff Meetings are planned for the week of September 30th; the twice-annual meetings give staff an overview of the state of WFC. The Fall meeting features a preview of the WFC Annual Report, year-end financial conditions, progress made toward the ENDS, and an update of activities and initiatives launched in response to the Staff Satisfaction Survey.

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:

- Executive Limitations: B8 – Board Logistical Support; B9 – GM Succession
- Board Process Policy: C6 – Officers' Roles

Old/New Business:

Committee Reports

- Recruitment Committee: Board Orientation for newly elected Board members to be confirmed; orientation will take place between announcement of election and Board Retreat.
- Ad-Hoc Owner Engagement Committee: Board accepted the materials generated by the committee for training Board members on effective Owner engagement; GM to work on design with Marketing department. Board expressed interest in the ad hoc committee continuing its work in the coming year.

2019 Cooperative Board Leadership Development (CBLD) Enrollment

- Board approved CBLD participation agreement for 2020 (MSU, Dale, Maria)

2018-2019 Board Goals and progress toward these goals were reviewed.

Open session adjourned at approximately 6:57 pm.

The Board took a break and re-convened in closed session at 7:04 pm.

CLOSED SESSION

Bill Pank, Auditor from WIPFLI and Doug Welnetz, WFC Finance Director, joined the meeting.

Presentation of FY19 Audited Financial Statements: (Bill Pank, WIPFLI and Doug Welnetz, WFC)

- Bill Pank presented the FY19 Audited Financial Statements and led a discussion about the materials with the Board

Bill Pank and Doug Welnetz left the meeting at 7:48 pm.

Financial Conditions:

- Board reviewed August 2019 Monthly Financial Reports

Closed session adjourned at approximately 7:59 pm.

Respectfully submitted,

Sarah Hannigan, General Manager