

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of November 25, 2019 Meeting of the Board of Directors
As approved at the December 16, 2019 Meeting of the Board of Directors

DATE: November 25, 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 Meli Osanya. Also present: General Manager Sarah Hannigan. Owners in attendance: Louise Levy and Terry McCarthy.

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 5:30 PM.

Introductions:

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

Open Listening Sessions:

Owner Louise Levy shared questions about WFC's commitment to buying local, WFC's definition of local and concern stemming from a recent Duluth News Tribune article about the emotional and mental health of farmers. Louise requested more promotion of local products at events like the \$5 Community Dinner and better product labeling and placement in the stores. The Board let Louise know they were grateful for her remarks and would provide a response to her via email.

With no other Owners in attendance seeking to speak to the Board, Mickey closed the Open Listening Session at 5:40 PM.

Consent Agenda:

Items on the Consent Agenda were considered individually as follows:

- Minutes of the September 23, 2019 Meeting of the Board of Directors (Jamie, Brandon, MSC; Meli abstained)
- Owners Report: New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for September and October 2019 (Maria, Dale, MSU)
- Board action taken by email on October 23, 2019 to address a clerical error and approve (Mickey, Jamie, MSC; Heather and Maria abstaining) Transfer Request for Owner 18860 effective April 9, 2019 was reviewed and affirmed. The action was approved
- Draft 2019 Annual Owner Meeting Minutes were accepted as presented; Minutes will be brought to the 2020 Annual Owner Meeting for approval.

Review:

Management Report:

- Board received reports on community engagement, ENDS sponsorship and donation activity and the GIVE round-up program.
- Board discussed the draft Owner Correspondence log to be used to track Owner input and engagement and Board response and outcomes.
- Board reviewed Annual Owner Meeting report and discussed ways the meeting can be reformatted and improved in the coming year.
- WFC Management is moving ahead with a solar PV project for the Denfeld store that will expand the solar generation on site by over 400%. The Board reviewed project components and objectives including

the use of local solar panels and opportunities for solar installer training. The Finance Committee will bring specifics on the financing model for Board consideration in January.

- Board expressed appreciation for the Employee Newsletter and the tangible steps the Management Team is taking to continue to respond to the January 2019 Staff Satisfaction Survey, specifically around increasing appreciation, communication and transparency and improving training.

Old/New Business

- Board completed and submitted Annual Statements Concerning Directors Code of Conduct and Possible Conflict Interest
 - Mickey reported no conflicts
 - Maria reported: WFC advertises with employer Minnesota Public Radio
 - Ryan reported: serves on the Board of One Roof, a non-profit organization that has received WFC sponsorship
 - Kim reported no conflicts
 - Dale reported: is a vendor (Red Hoof Farm) and producer/owner of vendor (Organic Valley), WFC purchases from both vendors
 - Jamie reported: coordinator of local campaign to reduce single-use packaging (Bag It Duluth); WFC is a supporter and early adopter
 - Brandon reported no conflicts
 - Meli reported no conflicts
 - Heather reported: employed by WFC vendor Loll Designs

Louise Levy left the meeting.

Board Study/Discussion Topic: WFC Retreat Recap

- Mickey led election process for Board Officers: President Jamie Harvie (Heather, Kim, MSU); Vice President Heather Strasser (Jamie, Mickey, MSU); Secretary Kim Nordin (Mickey, Heather, MSU); and Treasurer Ryan Jones-Casey (Brandon, Jamie, MSU). *Jamie and Terry McCarthy left the meeting.*
- Discussed and proposed 2019-2020 Committee composition
- Discussed and affirmed 2019-2020 Board Goals:
 - Develop and implement Board self-evaluation process
 - Engage, define and understand ENDS interpretation and feedback process for future reporting
 - Foster culture of inclusivity in all Board work
 - Align Annual Owner meeting with ENDS
- Mickey assigned each committee the task of developing committee charters for consideration and approval at December Board Meeting

The Board took a break at 7pm and reconvened at approximately 7:07pm.

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
 - Board Process Policy: C7 – Board Principles

CLOSED SESSION

Closed session began at approximately 7:22pm.

Financial Conditions:

- Board reviewed and accepted: Executive Limitations: B-I Financial Condition, Including 1Q19 Narrative and Quarterly Financials
- Reviewed Prior-Nine Quarterly Metrics

Closed session adjourned at approximately 7:50 pm.

Respectfully submitted,

Sarah Hannigan, General Manager