

**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of December 16, 2019 Meeting of the Board of Directors  
as accepted by the Board of Directors at the January 27, 2020*

**DATE:** December 16, 2019  
**TIME:** 5:30 PM  
**LOCATION:** Whole Foods Co-op, 4426 Grand Avenue, Duluth, MN

Attended by Board members Brandon Smith, Heather Strasser, Dale Peacock, Mickey Pearson, Maria Isley, Kim Nordin, Jamie Harvie. Ryan Jones-Casey and Meli Osanya were not in attendance. 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 Jamie Harvie facilitated the meeting. Heather Strasser served as timekeeper. Jamie called the meeting to order at approximately 5:33 PM.

#### Open Listening Sessions:

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

#### Introductions:

Board members and management introduced themselves. Board members and management were prepared; standing conflicts formally reported by all Board members at the November 25, 2019 meeting of the Board of Directors were noted; none were pursuant to the items on the current meeting agenda.

#### Consent Agenda:

Board approved (Mickey, Heather, MSU) items on the consent agenda as follows:

- Minutes of the November 25, 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 November 2019

#### Review:

Management Report:

- Board received reports on community engagement, ENDS sponsorship and donation activity and the GIVE round-up program.
- Board discussed upcoming promotion of VEGANuary, an international initiative to increase awareness of plant-based foods and diets.
- Board discussed the effectiveness of Owner promotions including the 20% off postcard mailed to all Owners before Thanksgiving and the Co-op Cash gift card incentive.
- General Manager outlined that WFC's time-off benefit accrual exceeds the City of Duluth Earned Sick and Safe Time ordinance set to take effect on January 1, 2020.
- Board received reports on pre-holiday sales and the impact of closing the store during the blizzard of November 30<sup>th</sup> and December 1<sup>st</sup>.
- Board expressed desire to participate in engagement opportunities in 2020; management will bring list of events for Board participation and will provide Board with a WFC branded shirt or hat to wear to events.

#### Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
  - Board Process Policy: C5 – Directors' Code of Conduct
  - Executive Limitations: B7 – Communication to the Board

#### Old/New Business

- Board reviewed and approved as presented Annual Charters for the following Board Committees:
  - Finance Committee (Kim, Maria, MSU)
  - General Manager Evaluation Committee (Mickey, Brandon, MSU)
  - Recruitment Committee with one technical edit (Mickey, Heather, MSU)
  - Ad hoc Owner Engagement Committee (Kim, Mickey, MSU)

Board Study/Discussion Topic: WFC Board Self-Evaluation

- Board discussed the value of self-evaluation of meeting process, inclusion, and effectiveness and decided to create a monthly survey tool for Board members to use to reflect on the Board's work.

Board Study/Discussion Topic: WFC Board Retreat Prep

- Board discussed ways to prepare for February Board Retreat to focus on ENDS interpretation and reporting. Retreat date/time was confirmed; General Managers to arrange location.

#### **CLOSED SESSION**

Closed session began at approximately 6:45pm.

#### Management Report:

- Board heard updates from General Manager about plans to assess and improve operational resilience related to administrative systems and reporting in 2020.

Closed session adjourned at approximately 7:00 pm.

Respectfully submitted,

Sarah Hannigan, General Manager