

WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of January 27, 2020 Meeting of the Board of Directors
as approved by the Board of Directors at the February 24, 2020 meeting*

DATE: January 27, 2020
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. 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 5:41 PM.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Jamie closed the Open Listening Session at 5:42 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 (Heather, Mickey MSU) items on the consent agenda as follows:

- Minutes of the December 16, 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 December 2019

Review:

Management Report:

- Board received reports on community engagement, marketing reach, ENDS sponsorship and donation activity and the GIVE round-up program.
- Board learned about the new in-store visual materials that articulate what LOCAL means at WFC and the corresponding product-level producer profiles that highlight specific farmers and growers.
- Board expressed appreciation for the current issue of the Employee Newsletter.
- Board indicated that the new Owner/Board Communications Log is helpful in tracking correspondence, follow-up, and type of concerns that Owners are bringing forward.
- A report of the first 15 days of the 5-cent bag fee outlining fees collected, bags saved and general positive shopper response was shared.
- Board received updates on WFC's cooperative membership in the National Co-op Grocers including revisions to business services participation agreements, updates to NCG's ENDS policy and the launch of NCG's new co-op wide marketing campaign "Welcome to the Table".
- Board received an update on the upcoming IT and Finance department assessments that will help WFC ensure that best practices are being followed and software systems and hardware infrastructure are resilient and efficient.
- Board received updates on capital investments at the stores including new traffic doors at Hillside with larger windows for increased safety.

Compliance Reports

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

- D – Global Board-Management Connection (Kim, Meli, MSU)
 - D1 – Unity of Control
 - D2 – Accountability of the GM
 - D3 – Delegation to the GM
 - D4 – Monitoring GM Performance
- B – Global Executive Constraint (Ryan, Heather, MSU)

Old/New Business

- Board heard updates from the following Board Committees:
 - General Manager Evaluation Committee:
 - Coordinating GM Evaluation Process via HR Manager and HR consultant used in prior years
 - Recruitment Committee
 - Background Checks will be added to Board application process so that it mirrors the employee application process
 - Application will be moved to an online format
 - Ad hoc Owner Engagement Committee
 - Board approved (Mickey, Meli, MSC; 7 yea, 2 nay) proposal to move Annual Owner Meeting from the DECC in October to the Denfeld store in August was reviewed and discussed. The reimagined event will also serve as the 50th Anniversary celebration.

Board Study/Discussion Topic: WFC Board Retreat Prep

- Board prepared for upcoming retreat by discussing framing questions related to readings on Cooperative Strategic Leadership and Building Board Capacity to Lead Through Multimodal Governance.
- Board selected sections of August 2019 ENDS Policy Compliance Report to study ahead of retreat.

Reviewed 2020 WFC Board Goals and discussed progress to date.

CLOSED SESSION

Closed session began at approximately 7:57pm.

Financial Conditions:

- Board reviewed and accepted (Mickey, Maria MSU): Executive Limitations: B-I Financial Condition, Including 2Q20 Narrative and Quarterly Financials
- Reviewed Prior-Nine Quarterly Metrics

Closed session adjourned at approximately 8:07 pm.

Respectfully submitted,

Sarah Hannigan, General Manager