

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of February 24, 2020 Meeting of the Board of Directors
As approved by the March 23, 2020 Board Meeting

DATE: February 24, 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 5:34 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, Dale MSU) items on the consent agenda as follows:

- Minutes of the January 27, 2020 Meeting of the Board of Directors
- Owners Report: New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for January 2020

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 upcoming \$5 Dinner planned for March 18th and suggested that WFC network with the League of Women Voters and Izaak Walton League about the event they are hosting the same night at the Denfeld High School
- Board learned about new tools used by the Admin Leadership Team for communication, team building, and accountability
- Board shared appreciate for the new marketing videos created to promote GIVE and local vendors
- Board received updates on WFC's sustainability efforts
- Board received an update on the preliminary finding of the IT and Finance department assessments to help WFC ensure that best practices are being followed and software systems and hardware infrastructure are resilient and efficient.

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
 - C – Global Governance Commitment
 - C1 – Governing Style
 - B3 – Asset Protection (with one technical edit)

Old/New Business

- Board heard updates from the following Board Committees:
 - General Manager Evaluation Committee:
 - Working on GM Evaluation completion
 - Recruitment Committee
 - Presented online candidate application for Board consideration; application approved (Jamie, Mickey, MSU)
 - Ad hoc Owner Engagement Committee
 - Requested Board members to review 2020 Garbanzo Gazette content outline and writing assignments
 - Requested Board members to sign-up for Owner Engagement activities
 - Executive Committee
 - Heather Strasser will be moving out of state and has submitted her resignation from the Board of Directors effective February 29, 2020
 - Under the Bylaws the Board may appoint someone to fill the seat until the next Annual Meeting; as the Annual Meeting is scheduled for August and the Board Election is held in October, the Committee recommends leaving the empty seat vacant until the Board Election. Recommendation discussed and approved (Maria, Dale, MSU).

Reviewed and discussed WFC Board Meeting Survey tool and January results.

Reflected on February Board Retreat and shared appreciation for the process, the shared work, and the deeper understanding of WFC's ENDS, ENDS interpretation and how the Board can engage in strategic visioning for the co-op.

CLOSED SESSION

Closed session began at approximately 7:07pm.

Financial Conditions:

- Board reviewed the January 2020 Financial Narrative and Financial Statement.

Closed session ended and meeting adjourned at approximately 7:17 pm.

Respectfully submitted,

Sarah Hannigan, General Manager