

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of March 23, 2020 Meeting of the Board of Directors
As approved at the April 27, 2020 Board Meeting

DATE: March 23, 2020
TIME: 5:30 PM
LOCATION: Board Met via WebEx video conferencing

Attended by Board members Brandon Smith, Mickey Pearson, Maria Isley, Kim Nordin, Jamie Harvie, and Meli Osanya. Absent: Ryan Jones-Casey and Dale Peacock. 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. Mickey Pearson 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 (Maria, Meli MSU) items on the consent agenda as follows:

- Minutes of the February 24, 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 February 2020

Review:

Management Report:

- Board received reports on community engagement, marketing reach, ENDS sponsorship and donation activity and the GIVE round-up program.
- Board heard updates about WFC's response to COVID-19.
- Board learned about status of upcoming union contract negotiations.
- Discussed publication and distribution of April issue of Garbanzo Gazette; decided to proceed.
- General Manager responded to Board's questions about the content of the Management Report.

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
 - C2 – The Board's Job (Mickey, Maria, MSU)
 - B4 – Membership Rights and Responsibilities (Mickey, Kim, MSU)

Old/New Business

- Board heard updates from the following Board Committees:
 - Recruitment Committee
 - Presented potential candidates, requested Board members to add potential candidates to list by end of March.
 - Ad hoc Owner Engagement Committee
 - Reported that Annual Owner Meeting will take place in August as part of WFC's 50th Birthday Bash

- Executive Committee
 - Election to fill Board Vice President role vacated by Heather Strasser:
 - Mickey Pearson nominated (Kim, Maria, MSU)
 - Mickey Pearson elected (Meli, Maria, MSU)
 - Board reviewed proposal to seek technical edit to Bylaws to change the timeline for election to fill vacated seat from “next Annual Meeting” to “next annual election”. Approval of initiation of action to update Bylaws accordingly (Mickey, Brandon, MSU)
 - Board reviewed NCG Member Agreement and approved execution by Board President and General Manager (Mickey, Meli, MSU)

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

CLOSED SESSION

Closed session began at approximately 6:30pm.

Financial Conditions:

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

At 6:45pm General Manager, Sarah Hannigan left the web conference; Board President, Jamie Harvie provided notes for the rest of the meeting:

General Manager Evaluation Committee:

- Discussed General Manager’s Annual Evaluation to be presented in April

Closed session ended and meeting adjourned at approximately 6:55pm.

Respectfully submitted,

Sarah Hannigan, General Manager