

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of April, 27 2020 Meeting of the Board of Directors
As approved that the May 18, 2020 Meeting of the Board of Directors

DATE: April 27, 2020
TIME: 5:30 PM
LOCATION: Board Met via WebEx video conferencing

Attended by Board members Brandon Smith, Mickey Pearson, Ryan Jones-Casey, Dale Peacock, Maria Isley, Kim Nordin, Jamie Harvie, and Meli Osanya. Also present: General Manager Sarah Hannigan. Owners present for Open Session: Emily Anderson and Holly Wolfe.

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 5:35 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.

Owners introduced themselves and expressed interest in learning more about Board candidacy.

Consent Agenda:

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

- Minutes of the March 23, 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 March 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, including changes to operations, installation of plexi-glass shields at check-outs, temporary suspension of use of reusable bags and containers, expansion of partnership with Instacart to include curbside pick-up, status of procurement of masks and other PPE for employees, and suggested hours for elderly and other higher-risk shoppers.
- 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:
 - C8, 2.6 – Board Attendance

Old/New Business

- Board heard an update from the Board Recruitment Committee on the status of potential candidates for the 2020 Board Election.

Board and GM responded to Owner questions about Board process, desired qualities of Board candidates and WFC's strategic vision and ENDS.

Open session ended at 6:29pm; Emily Anderson and Holly Wolfe left the conference call.

CLOSED SESSION

Closed session began at approximately 6:30pm.

Management Report:

- Board received a report from GM about the National Co-op Grocer's Annual Meeting, NCG Board election results, NCG's response to COVID-19, and the distribution of patronage dividends to NCG members in May.
- Board received update on the status of WFC's application for Paycheck Protection Program loan funding. Board learned about status of union contract negotiations, annual health insurance renewal and other matters related to personnel.

Financial Committee Report:

- Board reviewed the March 2020 Monthly and 3rd Quarter Financial Narrative, Financial Statements and Prior Nine-Quarter Report.
- Board reviewed and accepted the Policy Compliance Report BI – Financial Conditions
- Board reviewed, discussed and approved the FY21 Governance Budget (Maria, Mickey MSU)

Closed session ended and meeting adjourned at approximately 7:09pm.

Respectfully submitted,

Sarah Hannigan, General Manager