

WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of May 18, 2020 Meeting of the Board of Directors
as Approved at the June 22, 2020 Meeting of the Board of Directors*

DATE: May 18, 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.

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 5:31 PM.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Jamie closed the Open Listening Session at 5:31 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 (Ryan, Maria MSU) items on the consent agenda as follows:

- Minutes of the April 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 April 2020

Review:

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
 - C3 – Agenda Planning
 - B6 – Staff Treatment and Compensation

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, expansion of partnership with Instacart to include curbside pick-up, PPE for employees, plan of action should a WFC test positive, coop-wide sales trends, impact on margin, additional expenses incurred.
- Board received updates on operations including employee communications, staff development, marketing, sustainability efforts, and maintenance and repairs at both stores.
- General Manager responded to Board's questions about the content of the Management Report.

Old/New Business

Committee Reports:

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

- Board heard an update from the ad hoc Owner Engagement Committee and agreed with the committee's recommendation to cancel the in-person 50th Birthday Bash in August and to pursue a web-based Annual Owner Meeting in the Fall. The Board also considered Committee recommendations to work with the General Manager and Marketing Manager to develop celebratory content and relationship-building activities for the Fall to celebrate WFC's 50th anniversary.

Board Education

- Board discussed participation in the virtual Consumer Cooperative Management Association's conference in June.
- Board discussed their thoughts about and reactions to three resources provided ahead of the meeting to further their understanding of the current state and potential future of the grocery sector and general economy:
 - *Rebound, reboot, reinvent*
 - *We're not all experiencing the same pandemic*
 - Highlights from *Progressive Grocer's* May 12, 2020 State of Food Retailing Survey webcast

Open session ended at approximately 6:50pm.

CLOSED SESSION

Closed session began at approximately 6:50pm.

Financial Committee Report:

- Board reviewed the April 2020 Monthly Financial Narrative and Financial Statements.
- Board heard updates on status of WFC's Paycheck Protection Program Loan and union contract negotiations.

General Manager left the open session at 7:06pm.

General Manager Evaluation Committee Report:

- Board received an update from the committee on the status of the General Manager contract for 2020-2022.
- Board approved (Jaime, Kim MSU) the issuance of a pandemic pay bonus for the General Manager commensurate to that received by other salaried employees at WFC from March – June 2020.

Closed session ended and meeting adjourned at approximately 7:15pm.

Respectfully submitted,

Sarah Hannigan, General Manager