

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of July 27, 2020 Meeting of the Board of Directors
as approved at the August 24, 2020 Meeting of the Board of Directors

DATE: July 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, Kim Nordin, Jamie Harvie, and Maria Isley. Meli Osanya was absent. Also present: General Manager Sarah Hannigan. Owners present for Open Session: Susan Boorsma, Jill Bowman, Louise Levy, and Linda Magni.

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 5:36 PM.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Jamie closed the Open Listening Session at 5:39 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.

Board members shared Owner linkage including a concern about the customer experience with WIC as it compares to other area grocers and a perception of the lack of diversity amongst WFC staff.

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

Consent Agenda:

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

- Minutes of the June 22, 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 June 2020

Review:

Management Report:

- Board received reports on community engagement, marketing reach, ENDS sponsorship and donation activity, Garbanzo Gazette and the GIVE round-up program.
- Board received updates about day-to-day operations, administrative functions and WFC's response to COVID-19, supply chain disruption, and the recession. Board received updates on support WFC is receiving through its business services cooperative, National Co-op Grocers.
- Board discussed the 2020 Annual Owner Meeting and agreed to pursue engaging a third party to provide technical support for the virtual event to be held in late October.
- General Manager responded to Board's questions about the content of the Management Report including the intention to pursue a Line of Credit with Members Cooperative Credit Union in order to secure financial reserves ahead of actually needing them; the planned transition from one online ordering platform to another one that better suits the needs of the Co-op and shoppers in early 2021; and efforts the Co-op is making to transition business to local independent vendors whenever possible (e.g. local

print shops instead of internet-based print houses).

Compliance Reports

- Board reviewed and accepted as written policy compliance report as follows:
 - Board Process C8 – Governance Investment

Committee Reports

- Brandon presented the Recruitment Committee report: there are currently ten potential candidates. Committee members will meet with the Board's governance consultant in August to develop framework for process should an employee be elected to the Board of Directors; candidate interviews will be scheduled for the end of August.

Old/New Business

- In 2021 WFC will expand the GIVE round-up program so proceeds will be split between a non-profits working on ENDS related programming in the community and a to-be-developed grant fund to support local food producers and farmers. Board members each reported on similar grant programs developed and implemented by other co-ops. This information will help management develop a program that meets the needs of our community, while utilizing best and preferred practices from other co-ops.

Potential candidates were given an opportunity to ask questions and share more about their interest in Board service.

Open session ended at 6:46pm; Susan Boorsma, Jill Bowman, Louise Levy, and Linda Magni left the conference call.

CLOSED SESSION

Closed session began at approximately 6:51pm.

Financial Committee Report:

- Board reviewed the June 2020 and 4Q20 Financial Reports.
- Board reviewed, discussed and accepted as presented the Executive Limitations B1 – Financial Conditions policy compliance report for 4Q20.

Closed session ended and meeting adjourned at approximately 7:38pm.

Respectfully submitted,

Sarah Hannigan, General Manager