

WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of September 28, 2020 Meeting of the Board of Directors
As approved by the Board of Directors at the November 23, 2020 Meeting

DATE: September 28, 2020
TIME: 5:30 PM
LOCATION: Meeting held via WebEx

Attended by Board members Ryan Jones-Casey, Mickey Pearson, Maria Isley, Kim Nordin, Jamie Harvie, Brandon Smith and Meli Osanya. Dale Peacock was absent. 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 5:32 PM.

Introductions:

Board members and management introduced themselves. Board members and management were prepared and reported no conflicts of interest.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Jamie closed the Open Listening Session at 5:37 PM.

Consent Agenda:

The Board approved items (Ryan, Maria, MSU) as follows:

- Minutes of the August 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 August 2020

Review:

Management Report:

- Board received reports on community engagement, ENDS sponsorship and donation activity and the GIVE round-up program.
- Board received updates on WFC's Covid-19 response. To give shoppers more time, regular operating hours will return in late October. Self-serve soups are being offered on a trial basis to test customer interest.
- Board received updates on administrative departments and operations at each store. eWIC implementation is almost complete; WFC will undergo a MN Sales Tax Audit; ecommerce will be transitioned to a new platform in early 2021.

Compliance Reports

- Board reviewed and accepted as written policy compliance reports as follows:
 - Executive Limitations: B8 – Board Logistical Support; B9 – GM Succession
 - Board Process Policy: C6 – Officers' Roles

Old/New Business:

- Board reviewed progress on 2019-2020 Board Goals
- Board finalized planning logistics for 2020 Annual Owner Meeting
- Board discussed and confirmed format and time for the Board's Fall Retreat

- Board affirmed email action taken on September 11, 2020 approving slate of Board candidates for 2020 election wherein Mickey, Kim, Brandon, Meli, Maria and Dale voted in favor of the slate, and Ryan and Jamie – as incumbent candidates – abstained.
- Board reviewed the Recruitment Committee report and finalized logistics for the orientation of new Directors.
- Board reviewed and approved (Ryan, Brandon, MSU) the 2021 Co-op Board Leadership Development contract with Columinate.

Open session adjourned at approximately 6:15 pm.

CLOSED SESSION

Financial Conditions:

- Board reviewed August 2020 Monthly Financial Reports
- Board reviewed NCG Participation Report for calendar year 2019
- Board authorized General Manager to apply for and obtain on behalf of WFC an unsecured line of credit from Members Cooperative Credit Union (Mickey, Jamie, MSU)

Bill Pank, Auditor from WIPFLI, joined the meeting at 6:45 pm.

Presentation of FY20 Audited Financial Statements: (Bill Pank, WIPFLI)

- Bill Pank presented the FY120 Audited Financial Statements and led a discussion about the materials with the Board

Close session adjourned; Sarah Hannigan and Bill Pank left the meeting at 7:35 pm.

EXECUTIVE SESSION

- Board discussed and finalized response to the UFCW Bargaining Unit presentation at the August 2020 Board Meeting.
- Mickey provide a report from the General Manager Executive Committee which included which included the interest in the exploration of GM evaluation tools and surveys with the HR consultant the Board has worked with in the past.

Executive session and meeting adjourned at approximately 7:48 pm.

Respectfully submitted,

Jamie Harvie, Board President and Sarah Hannigan, General Manager