

WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of December 21, 2020 Meeting of the Board of Directors
as approved on January 25, 2021*

DATE: December 21, 2020
TIME: 5:30 PM
LOCATION: Meeting held virtually via Teams

Attended by Board members Emily Anderson, Meli Ellsworth-Osanya, Jamie Harvie, Ryan Jones-Casey, Kim Nordin, Mickey Pearson, Brandon Smith and Holly Wolfe. Maria Isley 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. Meli Ellsworth-Osanya served as timekeeper. Jamie called the meeting to order at approximately 5:33 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 and reported no conflicts of interest.

Consent Agenda:

Consent Agenda items as follows were approved (MSU, Brandon, Mickey):

- Minutes of the November 23, 2020 Meeting of the Board of Directors
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for November 2020
- Officers elected at the November 23, 2020 Board Meeting:
 - Jamie Harvie, President
 - Kim Nordin, Vice President
 - Meli Ellsworth-Osanya, Secretary
 - Ryan Jones-Casey, Treasurer

Review:

Management Report:

- Board received reports on community engagement, ENDS sponsorship and donation activity and the GIVE round-up program. Highlights include development of the Co-op Community Partners program to highlight local non-profits and build connections between WFC's ENDS donations and work in the community that furthers the ENDS; expansion of the GIVE program to provide grants to local food producers to grow the local food economy.
- Board received updates on WFC's Covid-19 response including new operational developments, staff health and internal and external communications related to positive cases in the workplace, and the important role the federal paid sick leave for COVID-19-related absences has played in supporting a healthy and safe workplace while supporting staff who are unable to work due to testing, illness or exposure.

- Board received updates on administrative departments and operations at each store including the pursuit of a secondary supplier for packaged grocery, appreciation gift cards distributed to staff, upcoming staff survey and transition from Instacart to Mercato for e-commerce.

Compliance Reports

- Board reviewed and accepted as written policy compliance report as follows:
 - Board Process Policy: C5 – Directors Code of Conduct
 - Executive Limitations: B7 – Communication to the Board

Old/New Business:

- Board reviewed and discussed proposed Board Goals for 2020-2021; to be finalized and presented for consideration at the January 2021 meeting of the Board
- Board discussed and approved Committee charters as follows:
 - Finance Committee (MSU, Jamie, Mickey),
 - Recruitment Committee (MSU, Brandon, Kim)
 - General Manager Evaluation Committee (MSU, Kim, Holly)
- Board discussed the scope of work for the ad hoc Owner Engagement Committee; charter to be finalized and presented for consideration at the January 2021 meeting of the Board

Board Education:

Board discussed the most recent NCG Board Bulletin and Columinate webinars, Policy Governance Deep Dive and Being a Great Employer, attended by Board members. Observations and learnings were shared.

Open session adjourned at approximately 6:56 pm.

CLOSED SESSION

Financial Conditions:

- Board reviewed the Finance Committee Report including the October 2020 Financial Statement
- Board reviewed the GM Evaluation Committee Report

Close session adjourned at approximately 7:12pm.

Respectfully submitted,
Sarah Hannigan, General Manager