

WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of January 25, 2021 Meeting of the Board of Directors
as approved at the February 22, 2021 Meeting*

DATE: January 25, 2021
TIME: 5:30 PM
LOCATION: Meeting held virtually via Teams

Attended by Board members Emily Anderson, Meli Ellsworth-Osanya, Jamie Harvie, Maria Isley Ryan Jones-Casey, Kim Nordin, Mickey Pearson, Brandon Smith and Holly Wolfe. Also present: General Manager Sarah Hannigan. Guests present for the Open Session: Bruce Bergh, Susan Boorsma, Erica Erlandson, Sarah Gordee and Kelly Leingang.

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 5:34 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.

Annual UFCW Bargaining Unit Presentation to the Board:

Hillside Chief Union Steward, Kelly Leingang, read a written statement prepared by members of the Bargaining Unit. The Board thanked Kelly for the presentation and indicated that they'd discuss in closed session and provide a written response following their February 2021 meeting.

Consent Agenda:

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

- Minutes of the December 21, 2020 Meeting of the Board of Directors
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for December 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 including new operational developments, staff health and internal and external communications related to positive cases in the workplace, and the extension of the federal paid sick leave for COVID-19-related absences, and WFC's decision to opt in so employees would have access to the benefit.
- Board received updates on administrative departments and operations at each store including the launch of a new e-commerce platform, the status of the bi-annual Staff Satisfaction Survey and an overview of the Denfeld solar project which is currently on hold.

Compliance Reports

- Board reviewed and accepted as written policy compliance report as follows:
 - Board-Management Relationship Policies

- D – Global Board-Management Connection
- D1 – Unity of Control
- D2 – Accountability of the GM
- D3 – Delegation to the GM
- D4 – Monitoring GM Performance
- Executive Limitations: B – Global Executive Constraint

Old/New Business:

- Board reviewed and approved Board Goals for 2020-2021 (MSU, Jamie, Kim):
 - Review and enhance clarity about obligations and responsibilities of Directors who are also employees of WFC
 - Deepen financial aptitude for better business acumen
 - Review and apply principles outlined in Columinate training *Being a Great Employer*
 - Be a learning and sense-making organization
- Board reviewed reports from the Recruitment and ad hoc Owner Engagement Committee
- Board discussed and approved the ad hoc Owner Engagement Committee Charter (MSU, Maria, Jamie)
- Board discussed norms and expectations for communication outside of regular Board and Committee meeting; the post-Board Meeting survey will include questions about preferred practice and expectations will be compiled by the Executive Committee for presentation at the next Board meeting

Open session adjourned at approximately 7:02 pm. All guests left the meeting.

CLOSED SESSION

Financial Conditions:

- Board reviewed the Finance Committee Report
- Board reviewed and accepted Executive Limitations Policy B1 – Financial Conditions including the 2@21 Quarterly Financial Report and 2Q21 Prior-Nine Quarter Performance Metrics including the October 2020 Financial Statement

Annual UFCW Bargaining Unit Presentation to the Board:

The Board reflected on and discussed the presentation.

Close session adjourned at approximately 8:02pm.

Respectfully submitted,
Sarah Hannigan, General Manager