



WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of January 24, 2022 Meeting of the Board of Directors
as approved at the February 28, 2022 Meeting of the Board of Directors*

DATE: January 24, 2022
TIME: 5:30 PM
LOCATION: Meeting held via Teams

Attended by Board members Sarah Erickson, Jamie Harvie, Maria Isley, Ryan Jones-Casey, Emily Kuenstler, LeAnn Littlewolf, Robin Pestalozzi, Vidar Sanchez, and Holly Wolfe. Management present: General Manager Sarah Hannigan. Guests present: Bruce Bergh and Sue Boorsma.

Motion, seconded and carried is abbreviated as MSC, followed by the names of the maker, second and vote tally. U = unanimous vote.

OPEN SESSION

Jamie Harvie facilitated the meeting and called the meeting to order at approximately 5:31 PM. Ryan Jones-Casey served as timekeeper.

Introductions:

Board members, management and guests 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, Ryan closed the Open Listening Session at 5:40 PM

Annual UFCW Bargaining Unit Presentation to the Board

UFCW Chief Union Steward, Sue Boorsma, read a written statement prepared by members of the Bargaining Unit. The Board thanked Sue for the presentation and indicated that they'd discuss in closed session and provide a written response following their February 2022 meeting.

Bruce Bergh and Sue Boorsma left the meeting at 5:47 PM.

Consent Agenda

Consent Agenda items as follows were approved (MSU, Sarah E., Emily):

- Minutes of the December 20, 2021 Meeting of the Board of Directors
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for December 2021

Review:

Management Update:

- Board received an update from management on operations, the cooperative aspects of business, and the work the Co-op is doing to support a healthy community.
- Discussion included further reflection on the management update format, the work of the Shopper Survey response working group, the strategic planning process underway to develop a multi-year plan to inform FY23 and onward.

Compliance Reports:

- Board reviewed and accepted policy interpretation and compliance reports prepared by Board President and General Manager:
 - 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
- Board reviewed and accepted policy interpretation and compliance report prepared by General Manager:
 - Executive Limitations: B – Global Executive Constraint

Old/New Business:

- Board approved charters for the following ad hoc Committees (MSU, Ryan, Vidar):
 - ad hoc Policy Review Committee
 - ad hoc Cooperative Economy Committee
- Board reviewed reports from the following Committees:
 - Recruitment Committee
 - General Manager Board Relationship Committee
- General Manager, Sarah E and Vidar shared reflections from the “Trust and Betrayal in the Board/Manager Relationship” training they attended.
- A venue for the March 20th Board retreat was agreed upon.

Open session adjourned at approximately 6:41 pm.

CLOSED SESSION

Finance Committee:

- Board reviewed and accepted as presented policy interpretation and compliance report for:
 - Executive Limitations Policy B1 – Financial Conditions for 2Q22, including 2Q22 Financial Statements

Annual UFCW Bargaining Unit Presentation to the Board:

- The Board reflected on and discussed the presentation.

Closed session adjourned at approximately 7:36 pm.

Respectfully submitted,
Sarah Hannigan, General Manager