



WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of April 25, 2022 Meeting of the Board of Directors
as approved at the May 25, 2022 Meeting of the Board of Directors*

DATE: April 25, 2022
TIME: 5:30 PM
LOCATION: Whole Foods Co-op Denfeld Store, 4426 Grand Ave, Duluth, MN

Attended by Board members Sarah Erickson, Jamie Harvie, Maria Isley, Ryan Jones-Casey, Emily Kuenstler, LeAnn Littlewolf, and Holly Wolfe. Absent: Vidar Sanchez, Robin Pestalozzi. Management 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

Jamie Harvie facilitated the meeting and called the meeting to order at approximately 5:35 PM. Emily Kuenstler 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, Jamie closed the Open Listening Session at 5:36 PM

Consent Agenda

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

- Minutes of the March 28, 2022 Meeting of the Board of Directors
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for March 2022

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 staff appreciation, spring recipients of the Grow Local Food Fund.

Compliance Reports:

- Board reviewed policy compliance reports, determined the interpretations were reasonable and included adequate data to demonstrate compliance on the following policies, and accepted report as presented:
 - Board Process Policies (prepared and presented by Ryan Jones Casey); accepted (MSU, Ryan, LeAnn)
 - C8, 2.6 – Board Attendance

Old/New Business:

- Board approved Vidar Sanchez as ad hoc Cooperative Economy Committee Chair (MSU Ryan, Holly)
- Board reviewed reports from the following Committees:

- Recruitment Committee
- ad hoc Policy Review Committee

Board Education/Discussion:

- Board reflected on and discussed the April 2022 report from FMI on Grocery Shopper Trends and the Shopper Landscape

Open session adjourned at approximately 6:47 pm.

CLOSED SESSION

Finance Committee:

- Board reviewed policy compliance report, determined the interpretations were reasonable and included adequate data to demonstrate compliance on the following policy, and accepted report as presented with acknowledgement of areas of non-compliance (MSU, LeAnn, Ryan):
 - Executive Limitations Policy B1 – Financial Conditions for 3Q22, including 3Q22 Financial Statements
- Board discussed and decided to host the 2022 Annual Owners Meeting in person (MSU, Ryan, Sarah E)
- Board reviewed and accepted FY23 Governance Budget (MSU, Ryan, LeAnn) to include in-person annual meeting.

General Manager Board Relationship Committee:

- The Board and General Manager discussed the annual evaluation process.

Sarah Hannigan left the meeting at 7:42 pm.

EXECUTIVE SESSION

General Manager Board Relationship Committee:

- The Board discussed the General Manager's Contract Proposal for July 1, 2022 – June 30, 2024.

Closed session adjourned at approximately 8:05 pm.

Respectfully submitted,
Sarah Hannigan, General Manager and Holly Wolfe