



**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of September 26, 2022 Meeting of the Board of Directors  
as approved at the November 28, 2022 Meeting of the Board of Directors*

**DATE:** September 26, 2022  
**TIME:** 5:30 PM  
**LOCATION:** Denfeld Classroom, 4426 Grand Ave, Duluth, MN

Attended by Board members Sarah Erickson, Jamie Harvie, Maria Isley, Emily Kuenstler, Robin Pestalozzi and Holly Wolfe. Not present: LeAnn Littlewolf. Management present: General Manager Sarah Hannigan. Guest presenter: Emily Andrews, WIPFLI.

*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 5:36 PM. Emily Kuenstler served as timekeeper.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Jamie closed the Open Listening Session at 5:36 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 (Emily, Robin, MSU):

- Minutes of the August 22, 2022 Meeting of the Board of Directors
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for August 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 hiring and the recent job fair, armed intruder training for staff, digital invoicing, GIVE non-profit support program, and the upcoming point of sale conversion project. Board requested that monthly new Owner goal be added to monthly Owner reports going forward.

Policy Compliance + Accomplishment Reports:

- Board reviewed policy compliance report, determined the interpretations were reasonable and included adequate data to demonstrate compliance on the following policies, and accepted report as presented:
  - Board Process Policy C6 – Officer's Roles (Sarah E, Robin, MSU)
  - Executive Limitations Policy B8 – Board Logistical Support (Maria, Robin, MSU)
  - Executive Limitations Policy B9 – GM Succession (Maria, Emily, MSU)

- Board reviewed ENDS progress report, determined the interpretations were reasonable and included adequate data to demonstrate accomplishment towards ENDS, and accepted the report as presented (Sarah E, Robin, MSU).
- Board discussed and agreed to review and update ENDS policy in the future (Maria, Robin, MSU)

Old/New Business:

- Board accepted the resignation of Vidar Sanchez and Ryan Jones-Casey effective August 23, 2022 (Maria, Holly, MSU).
- Board affirmed official action taken via email on September 2, 2022 approving the appointment of Maria Isley to Treasurer and Holly Wolfe to Secretary.
- Board accepted the resignation of Sarah Erickson effective October 31, 2022 (Maria, Robin, MSU).
- Board affirmed that the seats/terms vacated will be filled via the 2022 Annual Election, with term lengths to be determined by total votes received. The three top ranked candidates will fill three-year terms; the next two candidates will fill two-year terms; the last will fill a one-year term.
- Board reviewed reports from the following Committees:
  - Recruitment Committee – Sarah E reported that six candidates will be notified of the recent Board vacancies and how the election will determine term lengths; Orientation for new Board members will be scheduled to occur between the Annual Owner Meeting and the November Board retreat.
  - ad hoc Cooperative Economy Committee – the committee did not meet; no progress reported
  - ad hoc Policy Review Committee – the committee outlined final review of the proposed updates to the Board policies. Board approved new Whole Foods Co-op Policy Register (Holly, Emily, MSU).
- Emily reported on Progress made toward Annual Board Goals and outlined that the 2022 Annual Report to Owners includes a summary of this progress.

At approximately 6:30 pm, the open session adjourned.

**CLOSED SESSION**

Emily Andrews of WIPFLI joined the meeting.

Presentation of the Financial Audit for Fiscal Year 2022

- Emily presented the Audited Financial Statement and Management Letter for Fiscal Year 2022.
- Board reviewed and accepted Audit as presented (Jamie, Holly, MSU).

Emily Andrews left the meeting at approximately 7:00 pm.

Finance Committee Report:

- Board reviewed July 2022 and August 2022 Monthly Financial Reports.

Meeting adjourned at approximately 7:10 pm.

Respectfully submitted,  
Sarah Hannigan, General Manager