



WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of December 19, 2022 Meeting of the Board of Directors
as approved at the January 23, 2023 Meeting of the Board of Directors*

DATE: December 19, 2022
TIME: 5:30 PM
LOCATION: Denfeld Classroom, 4426 Grand Ave, Duluth, MN

Attended by Board members Amber Schlater, Diane Desotelle, Holly Wolfe, Jamie Harvie, LeAnn Littlewolf, Lynn Kalnbach, Maria Isley, and Scott VanDaele. Robin Pestalozzi attended via Teams. 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

Maria Isley facilitated the meeting and called the meeting to order at approximately 5:41 PM.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Jamie closed the Open Listening Session at 5:41 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 were approved (Holly, Lynn MSU):

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

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 Grow Local Food Fund, proposed property taxes and property valuations for 2023, and opportunities for Board engagement at upcoming Owner Drive events.

Policy Compliance:

- 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 C5 – Directors’ Code of Conduct
 - Executive Limitations Policy B7 – Communication to the Board

Old/New Business:

- Board reviewed and approved (Lynn, Holly, MSU) Committee Charters for the General Manager Board Evaluation Committee, Recruitment Committee, and Finance Committee. Board Committee Chairs were

agreed upon as follows: General Manager Board Relationship Committee, Maria; Recruitment Committee, Scott; and Finance Committee, LeAnn.

- Board discussed Board Goals for 2022-2023 term; goals will be finalized and brought for approval to the January Board meeting.
- Board reviewed educational opportunities offered by Colminate for winter 2023, and discussed attendance.

At approximately 6:47 pm, the open session adjourned.

CLOSED SESSION

Finance Committee Report:

- Board reviewed October Monthly Financial Statements.

Meeting adjourned at approximately 7:02 pm.

Respectfully submitted,
Sarah Hannigan, General Manager