



WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of January, 23 2023 Meeting of the Board of Directors
as approved at the February 27, 2023 Meeting of the Board of Directors*

DATE: January 23, 2023
TIME: 5:30 PM
LOCATION: Denfeld Classroom, 4426 Grand Ave, Duluth, MN

Attended by Board members Amber Schlater, Diane Desotelle, Holly Wolfe, LeAnn Littlewolf, Lynn Kalnbach, Maria Isley, Robin Pestalozzi and Scott VanDaele. Jamie Harvie did not attend. Management present: General Manager Sarah Hannigan. Guests present: Quill Cuff, Sue Boorsma and Robert Kajer, representative of WFC Bargaining Unit employees; Kelly Leingang, UFCW Organizer.

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 5:34 PM.

Introductions:

Board members and management introduced themselves. Board members and management were prepared and reported no conflicts of interest. Guests introduced themselves.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Maria closed the Open Listening Session at 5:46PM

Annual UFCW Bargaining Unit Presentation to the Board of Directors

Quill Cuff read a prepared statement to the Board of Directors. Maria thanked Quill and others representing union staff; Maria outlined the Board's commitment to speaking with one voice and shared that the Board would provide a written reply after the February meeting.

Quill, Sue, Robert and Kelly left the meeting at approximately 6:00 pm.

Consent Agenda

Consent Agenda items were approved (Amber, Lynn MSU):

- Minutes of the December 19, 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 December 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 included Garbanzo Gazette content, Employee Handbook revision project, Employee Appreciation Committee activities, and the GIVE round-up program. Board also discussed dates for spring retreat and requests for promotion of upcoming Board meetings.

Policy Compliance:

- Board reviewed policy compliance reports, determined the interpretations were reasonable and included adequate data to demonstrate compliance on the following policies, and accepted reports as presented:
 - Board Process Policy D – Global Board-Management Connection
 - Board Process Policy D1 – Unity of Control
 - Board Process Policy D2 – Accountability to the General Manager
 - Board Process Policy D3 – Delegation to the General Manager
 - Board Process Policy D4 – Evaluating the General Manager
 - Board Process Policy D5 – Compensating the General Manager
 - Executive Limitations Policy B – Global Executive Constraint

Old/New Business:

- Board reviewed and accepted 2022-2023 Board Goals
- Board reviewed committee reports from the General Manager Board Relationship Committee, Recruitment Committee
- Board discussed 2022-2023 Board Calendar
- Board discussed framework and process for email communication
- Board members who attended the Columinate webinar on Building Trust in the Board/Manager Relationship shared their observations from the training with the Board

At approximately 7:25 pm, the open session adjourned.

CLOSED SESSION

Finance Committee Report:

- Board reviewed Finance Committee Report
- Board reviewed Executive Limitations Policy B1 Financial Conditions for 2Q23, determined the interpretations were reasonable and included adequate data to demonstrate compliance in areas with reported compliance and determined that plans to return to compliance were adequate for areas with reported non- or partial-compliance. The Finance Committee will monitor plans to return to compliance regarding revenue and new equity on a monthly basis.

Bargaining Unit Presentation:

- Board discussed reflections from Bargaining Unit Presentation and confirmed process to draft and finalize response to be reviewed at Board's February meeting.

Meeting adjourned at approximately 8:05 pm.

Respectfully submitted,
Sarah Hannigan, General Manager