



WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of November 28, 2022 Meeting of the Board of Directors
as approved at the December 19, 2022 Meeting of the Board of Directors*

DATE: November 28, 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, Robin Pestalozzi, and Scott VanDaele. 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 5:39 PM. Maria Isley served as timekeeper.

Introductions:

Board members and management 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 5:47 PM

Consent Agenda

Consent Agenda items were considered individually:

- Minutes of the September 26, 2022 Meeting of the Board of Directors were approved (Maria, Robin, MSC 5; Amber, Diane, Lynn and Scott abstaining)
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for September and October 2022 were approved (LeAnn, Lynn MSU)

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 refrigerants used in the refrigeration systems at both stores; freezer failure and subsequent product loss; recent staff trainings including First Aid/CPR/AED and armed intruder preparedness; and WFC's participation in community events including Safer 6th Avenue Summit hosted by Zeitgeist.

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 C7 – Board Committee Principles

Old/New Business:

- Board reviewed 2022 Annual Owner Meeting Summary and draft 2022 Annual Owner Meeting minutes to be presented to Owners for acceptance as part of the 2023 election.
- Board discussed the Annual Statements Concerning Directors Code of Conduct and Possible Conflict of Interest which they had completed prior to the meeting.
- Board discussed Recap from Board Retreat held on November 13, 2022.
- Board Officer Election. The Board elected officers for the 2022-2023 cycle as follows:
 - President, Maria Isley (LeAnn, Robin, MSU)
 - Vice President, Robin Pestalozzi (Diane, Lynn, MSU)
 - Secretary, Holly Wolfe (Maria, Scott, MSU)
 - Treasurer, LeAnn Littlewolf (Amber, Lynn, MSU)
- Board discussed 2022-2023 Committees and committee composition:
 - GM/Board Relationship Committee: Maria, Holly, Amber
 - Finance Committee: LeAnn, Diane, Lynn, Robin
 - Recruitment Committee: Scott, Amber, Robin, Jamie
 - Executive Committee: Maria, Robin, Holly, LeAnn
 - Committee charters to be reviewed and presented to Board for consideration at December 2022 meeting.

Lynn left the meeting at 6:35pm.

- Board discussed developing goals for 2022-2023 and presenting them for approval at an upcoming meeting.

At approximately 6:43 pm, the open session adjourned.

CLOSED SESSION

Finance Committee Report:

- Board reviewed 1Q23 Quarterly Financial Report and 1Q23 Metrics Report
- Board reviewed policy compliance report Executive Limitations Policy B1 – Financial Conditions and Activities. Board determined the interpretations were reasonable and included adequate data to demonstrate compliance in all areas except growth of ownership and owner paid-in equity. Board accepted report as presented with the understanding that the Finance Committee would monitor progress toward return to full compliance.

Meeting adjourned at approximately 7:24 pm.

Respectfully submitted,
Sarah Hannigan, General Manager