



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

**DATE:** February 27, 2023  
**TIME:** 5:30 PM  
**LOCATION:** virtual via Teams

Attended by Board members Amber Schlater, Diane Desotelle, Holly Wolfe, Jamie Harvie, LeAnn Littlewolf, Lynn Kalnbach, and Robin Pestalozzi. Maria Isley and Scott VanDaele did not attend. Management present: General Manager Sarah Hannigan. Guests present: Rachel McGill.

*Motion, seconded and carried is abbreviated as MSC, followed by the names of the maker, second and vote tally. U = unanimous vote.*

**OPEN SESSION**

Robin Pestalozzi facilitated the meeting and called the meeting to order at approximately 5:33 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:*

Owner Rachel McGill shared her perspective on the environmental impact of vegan meat-substitutes and the benefits of regenerative agriculture. She expressed concern about the vegan lifestyle promoted through WFC's participation in Veganuary and how it aligned with WFC's Purchasing Guidelines and what data WFC had to back up the benefits of a vegan lifestyle. The Board thanked Rachel for her remarks and indicated they'd follow up via email. Robin closed the Open Listening Session at 5:46PM

*Consent Agenda*

Consent Agenda items were approved (Jamie, D MSU):

- Minutes of the January 23, 2023 Meeting of the Board of Directors were approved
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for January 2023 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 the Denfeld solar project, WFC's community education classes, WFC's participation in community meetings to learn updates about the Duluth Armory food hub/commercial kitchen project, internal staff incentives for sales growth (stretch goals), updates to the distribution model for the Garbanzo Gazette.
- Board approved (Diane, Lynn, MSC; LeAnn abstained) the following resolution: *WFC Board of Directors approves General Manager to submit an application for and execute necessary agreements to utilize Property Assessed Clean Energy financing for the Denfeld Rooftop Solar Project.*

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 C – Global Governance Commitment
  - Board Process Policy C1 – Governing Style
  - Executive Limitations Policy B3 – Asset Protection

Old/New Business:

- Board reviewed and approved (Lynn, Jamie MSU) the charter for the ad hoc Board Engagement Committee with discussed amendments
- Board reviewed committee reports from Recruitment Committee
- Board reviewed progress made toward 2022-2023 Board Goals
- Board reviewed and discussed Final Report from the 2021-2022 ad hoc Cooperative Economy Committee
- Board reflected on recent trainings attended: Navigating Conflict on the Board (LeAnn + Robin)
- Board confirmed attendance at March/April Columinate Events, CCMA Annual Conference, and the Board's Spring Retreat on April 16<sup>th</sup>.

Rachel McGill left the meeting. At approximately 7:13 pm, the open session adjourned.

**CLOSED SESSION**

Finance Committee Report:

- Board reviewed Finance Committee Report
- Board reviewed the January 2023 Monthly Financial Statements

January Bargaining Unit Presentation Follow-up:

- Board reviewed and finalized the response to the presentation made by UFCW Bargaining Unit representatives at the January 2023 meeting; Robin to send response on Maria Isley's behalf following the meeting.

Meeting adjourned at approximately 8:00 pm.

Respectfully submitted,  
Sarah Hannigan, General Manager