



**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of April 24, 2023 Meeting of the Board of Directors  
as approved at the May 22, 2023 Meeting of the Board of Directors*

**DATE:** April 24, 2023  
**TIME:** 5:30 PM  
**LOCATION:** Denfeld Community Classroom, 4426 Grand Avenue, 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 was not present. Management present: General Manager Sarah Hannigan. Owners present: Tina Krauz.

*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 5:38 PM.

Introductions:

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

Owner Linkage:

Board members reported engagement and comments received directly from Owners. Linkage included:

- Concern about large bags not being available in the bulk section during an Owner's shopping trip.
- Appreciation for WFC consistently making available items for Jewish holidays throughout the year.

Open Listening Sessions:

With no Owner requests to participate in the Owner Listening Session, Maria closed the Owner Listening Session at 5:41pm.

Consent Agenda

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

- Minutes of the March 27, 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 March 2023 were approved.

Policy Compliance:

- Maria provided a mid-year report on Board participation in meetings, retreats and events in support of Board Process Policy C5.7 – Attendance.

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. Management update included a report on correspondence and meetings following the vendor presentation to the Board at the March 2023 meeting.
- Discussion included follow-up to the Safer 6<sup>th</sup> Avenue Summit and the City's plan to resurface and restripe 6<sup>th</sup> Ave E from 2<sup>nd</sup> St to Mesaba Ave in 2024; hiring, retention, turn-over and rehires; WFC's membership with the business services cooperative, National Co-op Grocers and the benefits of access to national natural food distributors KeHe and UNFI.

Old/New Business:

- Board reviewed committee reports from the ad hoc Board Engagement Committee and Recruitment Committee.
- Board discussed 2023 Annual Owner Meeting venues and formats and decided to host a dinner event similar to prior Annual Owner Meetings held at the DECC and Clyde on Monday, October 16, 2023.
- Board reflected on the April Board Retreat.
- Board discussed and agreed that future Board Process Policy Compliance reporting will include a survey of the whole Board as part of the compilation of the compliance report.

Owner Tina Krauz left the meeting. At approximately 6:42 pm, the open session adjourned.

**CLOSED SESSION**

Finance Committee Report:

- Board reviewed Finance Committee Report:
  - Board reviewed the March 2023 Monthly and the 3Q2023 Quarterly Financial Statements.
  - Board discussed and accepted as presented the policy compliance report for Executive Limitations B1 – Financial Condition and Activities with the acknowledgement of areas of partial and non-compliance which will be monitored monthly by the Finance Committee.
  - Board reviewed and approved (Amber, Holly MSU) the proposed FY24 Governance Budget.

General Manager Board Relationship Committee Report:

- GM Sarah presented her self-evaluation to the Board as part of the annual performance review.

Executive Session was convened with GM Sarah leaving the meeting at 7:37pm.

- Board discussed Annual General Manager Evaluation.

Meeting adjourned at approximately 8:12 pm.

Respectfully submitted,

Sarah Hannigan, General Manager and Maria Isley, Board President