



**WHOLE FOODS COMMUNITY CO-OP, INC.**  
***Minutes of March 27, 2023 Meeting of the Board of Directors***  
***as approved at the April 24, 2023 Meeting of the Board of Directors***

**DATE:** March 27, 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, Robin Pestalozzi and Scott VanDaele. Management present: General Manager Sarah Hannigan. Owners present: Tina Krauz, John Beaton, Emily Beaton, Rick Dalen, Janaki Fisher-Merritt, and Landis Spickerman.

*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 5:36 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 Tina Krauz shared her perspective on hiring, staffing, training, customer service and product quality. Owners Janaki Fisher-Merritt, Rick Dalen, Landis Spickerman, John Beaton, and Emily Beaton shared their recent experience with WFC through their lens as owners of Food Farm, Northern Harvest Farm, Hermit Creek Farm and Fairhaven Farm, all local suppliers of produce for WFC. They expressed concern about WFC's commitment to local farms given recent changes to local season planning and the supply plans developed for their businesses for 2023. They shared positive and challenging experiences from prior growing seasons. They asked the Board to consider ways in which it could work with them "to lean in to local". The Board thanked the guests for their remarks and indicated they'd follow up via email. Maria closed the Open Listening Session at 6:20PM

Owners John Beaton, Emily Beaton, Rick Dalen, Janaki Fisher-Merritt, and Landis Spickerman left the meeting.

*Consent Agenda*

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

- Minutes of the February 27, 2023 Meeting of the Board of Directors were approved with corrections
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for February 2023 were approved

*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 C2 – The Board's Job
  - Executive Limitations Policy B4 – Ownership Rights and Responsibilities

*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 energy-efficiency rebates secured through Minnesota Power for Hillside freezer upgrades, federal Employee Retention Tax Credit eligibility, continued improvement in workplace safety

as demonstrated by the work comp experience mod, local bread sourcing following the closure of Amazing Grace Bakery and Cafe.

Old/New Business:

- Maria indicated that the Board's process for receiving and responding to the annual presentation by representatives of the bargaining unit would be documented for future use
- Board reviewed committee reports from the ad hoc Board Engagement Committee and Recruitment Committee
- Board discussed 2023 Annual Owner Meeting including possible venues, dates and formats; Board Engagement Committee will take this feedback into consideration when developing proposal for the event
- Board reflected on recent trainings attended: Finance Training for Directors (Lynn + D)
- Board confirmed attendance at March/April Columinate Events, CCMA Annual Conference, and the Board's Spring Retreat on April 16<sup>th</sup>.

Owner Tina Krauz left the meeting. At approximately 7:27 pm, the open session adjourned.

**CLOSED SESSION**

Finance Committee Report:

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

General Manager Board Relationship Committee Report:

- Maria shared that the evaluation of the General Manager would be completed in April; Board will hold an Executive Session (closed session that does not include General Manager) at the April Board meeting to discuss

Owner Listening Session and Board Process Discussion

- Board discussed and agreed to review and update process for Owner Listening Sessions to have it better align with desire to be inviting and welcoming to Co-op Owners
- Board reflected on and discussed follow-up to presentations by Owners presenting at the Owner Listening Session

Meeting adjourned at approximately 8:25 pm.

Respectfully submitted,  
Sarah Hannigan, General Manager