



**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of May 22, 2023 Meeting of the Board of Directors  
as approved at the June 26, 2023 Meeting of the Board of Directors*

**DATE:** May 22, 2023  
**TIME:** 5:30 PM  
**LOCATION:** Denfeld Community Classroom, 4426 Grand Avenue, Duluth, MN

Attended by Board members Amber Schlater, Diane Desotelle, Holly Wolfe, LeAnn Littlewolf, Lynn Kalnbach, Robin Pestalozzi, and Scott VanDaele; Maria Isley and Jamie Harvie were not present. Management present: General Manager Sarah Hannigan. Owner present: Tristen Eberling.

*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 5:35 PM.

Introductions:

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

Owner Linkage:

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

- Concern about emailed receipts not being available following the installation of the new point-of-sale system.

Open Listening Sessions:

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

Consent Agenda

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

- Minutes of the April 24, 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 April 2023 were approved.

Policy Compliance:

- Board reviewed policy compliance reports, determined the interpretations were reasonable and included adequate data to demonstrate compliance, and accepted as compliant the following reports as presented:
  - Board Process Policy C3 – Agenda Planning (Holly, D MSU)
  - Executive Limitations Policy B6 – Staff Treatment and Compensation (Amber, D MSU)

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 new point-of-sale functionality regarding the Women Infants and Children Nutrition Program, the federal Employee Retention Tax Credit, financial reporting through the Co-Metrics clearinghouse that aggregates and benchmarks data from other member co-ops of the National Coop

Grocers, and Board administrative functions and the pathway to develop and fulfill a part-time Board admin role.

Old/New Business:

- Board reviewed committee reports from the ad hoc Board Engagement Committee and Recruitment Committee.
- Board discussed progress made toward the Board Goals for 2022-2023.

At approximately 6:42 pm, the open session adjourned. Tristen Eberling left the meeting.

**CLOSED SESSION**

Finance Committee Report:

- Board reviewed Finance Committee Report:
  - Board reviewed the April 2023 Monthly Financial Statements.

General Manager Board Relationship Committee Report:

- Board reviewed committee report from the General Manager Board Relationship Committee:
  - Annual Evaluation of the General Manager was completed on May 19, 2023.

Meeting adjourned at approximately 7:15 pm.

Respectfully submitted,  
Sarah Hannigan, General Manager