



WHOLE FOODS COMMUNITY CO-OP, INC.
***Minutes of the September 25, 2023 Meeting of the Board of Directors
as approved by the Board of Directors on November 27, 2023***

DATE: September 25, 2023
TIME: 5:30 PM
LOCATION: Denfeld Community Classroom, 4426 Grand Avenue, Duluth, MN

Attended in person by Board members Maria Isley, Amber Schlater, Lynn Kalnbach, Diane Desotelle, Holly Wolfe, LeAnn Littlewolf, Jamie Harvie, and Scott VanDaele. Robin Pestalozzi was not present. Management present: General Manager Sarah Hannigan. Emily Andrews, WIPFLI Accountant joined for the Closed Session.

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 5:35 PM.

Introductions:

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

Open Listening Sessions:

With no Owner requests to participate in the Owner Listening Session, Maria closed the Owner Listening Session at 5:37pm.

Owner Linkage:

Board members reported engagement and comments received directly from Owners.

Consent Agenda

Consent Agenda items were approved with corrections to the meeting minutes as discussed (Jamie, Lynn MSU):

- Minutes of the August 28, 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 August 2023 were approved.

Policy Compliance:

- Board reviewed policy compliance report, determined the interpretations were reasonable and included adequate data to demonstrate compliance, and accepted as compliant the following reports as presented:
 - Board Process Policy C6 – Officers’ Roles
- Board reviewed policy compliance reports, determined the interpretations were and included adequate data to demonstrate compliance, and accepted partial compliance with General Manager’s plans to return to full compliance as presented:
 - Executive Limitations Policy B8 - Board Logistical Support
 - Executive Limitations Policy B9 – Emergency General Manager Succession

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 updates on the Denfeld solar project, staffing updates, staff engagement survey, and the adverse impact WFC is experiencing with a key local vendor partner following the overhaul of their operating systems.

Old/New Business:

- Board reviewed committee reports from the Recruitment Committee.
- Board Engagement Committee reported on Annual Owner Meeting planning and the Denfeld Solar Ribbon Cutting.
- Board reviewed progress on Annual Board Goals.

At approximately 6:30 pm, the open session adjourned.

CLOSED SESSION

Emily Andrews, WIPFLI Accountant, joined the meeting.

Presentation of the FY23 Audited Financials:

Emily Andrews presented the Draft 2023 Financial Statement, Draft 2023 Management Letter, Representation Letter with Passed Adjustments, and Adjusting Entries. The Board accepted (Jamie, Lynn MSU) the annual audit as presented.

Finance Committee Report:

- Board reviewed Finance Committee Report:
 - Board reviewed the August 2023 Monthly Financial Statement.

Meeting adjourned at approximately 7:15 pm.

Respectfully submitted,
Sarah Hannigan, General Manager