



**WHOLE FOODS COMMUNITY CO-OP, INC.**  
*Minutes of the November 27, 2023 Meeting of the Board of Directors  
as approved by the Board of Directors on December 18, 2023*

**DATE:** November 27, 2023

**TIME:** 5:30 PM

**LOCATION:** Hillside Community Classroom, 610 E 4<sup>th</sup> St, Duluth, MN, with virtual

attendance

Attended in person by Board members Maria Isley, Robin Pestalozzi, D Desotelle, Scott Van Daele, Chris Lee, Tristen Eberling. Amber Schlater and Susie Darley-Hill attended virtually.

Management present: General Manager Sarah Hannigan, Holly Wolfe Board Administrator. Owners present: Susan Boorsma.

*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 5:34 PM.

Introductions:

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

Open Listening Sessions:

Owner Susan Boorsma introduced herself as a Manager on Duty and Chief Union Steward at Hillside. She shared with the Board concerns about employee scheduling.

Maria thanked Susan for her remarks and closed the Owner Listening Session at 5:39pm.

Sue left the meeting.

Owner Linkage:

Board members reported engagement and comments received directly from Owners. Linkage topics included praise for nutritional yeast in the bulk department and concerns about panhandling at the Hillside store.

Consent Agenda

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

- Minutes of the September 25, 2023 Meeting of the Board of Directors
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for September 2023 and October 2023

New/Old Business:

- Board reviewed 2023 Annual Owner Meeting Report and 2023 Meeting Minutes
- Holly Wolfe's Resignation effective 11/3/2023 was accepted (D, Robin MSU)
- Extension of Tristen Eberling's term to 2025 was approved (D, Scott MSU)
- Board discussed vacant Director seat and decided to hold it vacant until the next election (Oct 2024).
- Sarah Hannigan discussed the new Board Administrator position.
- Sarah Hannigan introduced SharePoint file sharing platform that the Board will use for communication.

- Board discussed Directors Code of Conduct and Possible Conflict of Interest which they had completed prior to the meeting. The following Directors reported no conflict: Maria Isley, D Desotelle, Susie Darley-Hill and Amber Schlater; potential conflicts of interest were shared as follows: Robin Pestalozzi, Essentia Health employee; Tristen Eberling, Ecolibrium3 employee; Chris Lee, City of Duluth Planning Department employee; Scott Van Daele, CHUM employee.
- Board discussed WFC Board Retreat held on 11/11/2023
- Board Officer Election. The Board elected the following slate of officers for 2023-2024 (Maria, D, MSU)
  - President: Maria Isley
  - Vice President: Robin Pestalozzi
  - Treasurer: Diane Desotelle
  - Secretary: Amber Schlater
- Board discussed 2023-2024 Committees and agreed on the following committee composition:
  - GM/Board Relationship Committee: Maria, Scott, Robin; Maria as Chair
  - Finance Committee: D, Amber, Susie; D as Chair
  - Recruitment Committee: Robin, Tristen, Chris; Chair to be determined
  - Engagement Committee: Amber, Scott, D, Chris, Susie; Amber as Chair
  - Executive Committee: Maria, Robin, D, Amber; Maria as Chair

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 C7 – Board Committee Principles (Scott, Robin 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 the upcoming 2023 growing season recap meeting of management and a group of local farmers who presented concerns to the Board in March 2023, and management's work to better address the panhandlers at the Hillside store including ways in which Whole Foods Co-op shoppers and Owners can help the situation.
- Board reviewed Staff Engagement Survey results and how they support policy compliance for Executive Limitations Policy B6 – Staff Treatment and Compensation
- Board discussed the annual NCG Participation Letter

At approximately 7:40 pm, the open session adjourned.

**CLOSED SESSION**

Finance Committee Report:

- Board reviewed Finance Committee Report:
  - Board reviewed and accepted the B1 Financial Conditions and Activities (Robin, Chris MSU)
  - Board reviewed the 1Q24 Quarterly Financial Report and 1Q24 Metrics Report.

Owner Listening Session Discussion

- Board reflected on and discussed follow-up to Susan Boorsma's presentation during the Owner Listening Session.

Meeting adjourned at approximately 8:00 pm.

Respectfully submitted,

| Holly Wolfe, Board Administrator