



WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of the December 18, 2023 Meeting of the Board of Directors
as approved by the Board of Directors on January 22, 2024*

DATE: December 18, 2023
TIME: 5:30 PM
LOCATION: Denfeld Community Classroom, 4426 Grand Ave, 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. Susie Darley-Hill attended virtually. Staff present: General Manager Sarah Hannigan, Operations Manager Theron Beaudreau, and Board Administrator Holly Wolfe.

*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. Tristen reported a conflict of interest regarding Eco3 in the Management Report.

Open Listening Sessions:

With no Owner requests to participate in the Owner Listening Session, Maria closed the Owner Listening Session at 5:36pm.

Owner Linkage:

Board members reported engagement and comments received directly from Owners. Linkage topics included: Co-op donations to the food shelf, WFC's social media, and a new Owner who was excited to join the co-op after a recent move to Duluth.

Consent Agenda

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

- Minutes from the November 2023 Meeting of the Board of Directors
- New Owner Applications, Transfer Requests, and Fran Skinner Memorial Fund Applications for November 2023
- 2023 Abandoned Equity Transfer to Fran Skinner Memorial Fund

New/Old Business

- Committee Charters approved (D, Amber MSU) for: General Manager Board Relations, Finance, and Engagement Committees
 - Recruitment Committee Charter will be reviewed for approval at January 2024 meeting.
- Board Committee Chairs approved (Amber, Robin MSU) as follows:
 - GMBR Committee – Maria Isley
 - Recruitment Committee – Tristen Eberling
 - Finance Committee – D Desotelle
 - Engagement Committee- Amber Schlater

- Board approved creation of Ad Hoc Board Communication Committee (Robin, Scott MSU) with Amber Schlater as Chair; and Sarah Hannigan and Maria Isley as committee members

Board Discussion/Education:

- Board Approved Board Goals for 2023-2024 Term (Robin, Tristen MSU)
- Board reviewed web-based education opportunities from Columinate for Winter 2024. Board Admin will send a recommended list of classes to attend.

Policy Compliance:

- Board reviewed Board Process Policy: C5 Directors' Code of Conduct. Report was accepted as compliant with the following edits to Policy C5 (Amber, Chris, MSU):
 - Policy C5, Section 2. d.: add words "upon employment" at the end of the sentence.
 - Policy C5, Section 7: remove word "fully" from the sentence.
- Board reviewed and accepted B7 Communication to the Board (Scott, Tristen 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 an update about the development of a plan of action to address panhandling at the Hillside store, Owner participation in holiday gift card drive, and holiday-related staff appreciation activities including staff-exclusive T-shirts and hand-written thank you notes from supervisors for all.

CLOSED SESSION

Finance Committee Report:

- Board reviewed Finance Committee Report:
 - Board reviewed October 2023 Monthly Financial Statements

Board Education

GM Sarah introduced Board's file sharing platform and demonstrated how it works and ways to share and review files.

Meeting adjourned at approximately 7:43 pm.

Respectfully submitted,
Holly Wolfe, Board Administrator