



WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of the January 22, 2024 Meeting of the Board of Directors
as approved by the Board of Directors on February 26, 2024

DATE: January 22, 2024

TIME: 5:30 PM

LOCATION: Denfeld Community Classroom 4426 Grand Ave, Duluth, MN

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

Management present: General Manager Sarah Hannigan, Holly Wolfe Board Administrator. Guests present: Bargaining Unit Representatives: Susan Boorsma, Robert Kajer, Quill Cuff, and Bennett Mullozzi and UFCW Business Agent, Deanna Hughes.

*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 5:39 PM.

Introductions:

Board members, Management, and Guests introduced themselves.

Open Listening Sessions:

With no Owners in attendance seeking to speak to the Board, Maria closed the Open Listening Session at 5:41PM

Annual UFCW Bargaining Unit Presentation to the Board of Directors

Quill Cuff read a prepared statement to the Board of Directors. Maria thanked Quill and others representing union staff; Maria outlined the Board's commitment to speaking with one voice and shared that the Board would provide a written reply after the February meeting.

Quill, Sue, Robert, Bennet, and Deanna left the meeting at approximately 5:50pm.

Business Meeting – Open Session

Board members and management were prepared. Scott reported his conflict of interest with weekly interactions he has with WFC donations and CHUM.

Owner Linkage:

Board members reported engagement and comments received directly from Owners. Linkage topics included customers asking how to give feedback about their shopping experience and owners asking how to apply to be on the Board of Directors.

Consent Agenda

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

- Minutes of the December 18, 2023 Meeting of the Board of Directors
- Amended Abandoned Equity 2023
- New Owner Applications; Owner Transfer Requests; Fran Skinner Matching Fund Allocations; and Owner Termination Requests for December 2023

New/Old Business:

- Board approved Board Recruitment Perpetuation Committee Charter (D, Amber MSU)
- Board approved Communication Ad Hoc Committee Charter (Susie, Tristen MSU)
- Board discussed Policy Governance Overview and Guidelines. Edits will be included on SharePoint.

Board Discussion/Education:

- Board discussed interest in attending upcoming Consumer Cooperative Management Association Conference in May 2024 and will be submitting a proposal to present at the conference.
- Board Recruitment Perpetuation Committee will submit an article to the Gazette encouraging owners to run for the Board.
- Board discussed holding a retreat in April to work on Owner Engagement including making Owner Listening Sessions more effective and welcoming.
- Board continues to engage in Columinate online webinars to deepen their knowledge of Governance, Finance, etc.

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: Board Management Relationship (D, Susie MSU)
 - Board Process Policy D – Global Board-Management Connection
 - Board Process Policy D1 – Unity of Control
 - Board Process Policy D2 – Accountability to the General Manager
 - Board Process Policy D3 – Delegation to the General Manager
 - Board Process Policy D4 – Evaluating the General Manager
- Executive Limitations Policy: B – Global Executive Constraint (Amber, 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 updated Emergency Succession Plan, successful December Owner Drive, popularity of Veganuary on WFC social media, and Grow Local Food Fund application deadline.

At approximately 7:20pm, the open session adjourned.

CLOSED SESSION

Finance Committee Report:

- Board reviewed Finance Committee Report.
- Board reviewed the 2Q24 Quarterly Financial Report and 2Q24 Metrics Report.
- Board reviewed policy compliance report for Executive Limitations Policy B1 Financial Conditions and Activities; determined the interpretations were reasonable and included adequate data to demonstrate compliance in areas with reported compliance and determined that plans to return to compliance were adequate for areas with reported non- or partial compliance. The Finance Committee will monitor plans to return to compliance regarding generation of revenue and new equity on a monthly basis.
 - Board accepted the B1 Financial Conditions and Activities (Scott, Robin MSU)

Bargaining Unit Presentation:

- Board discussed reflections from the Bargaining Unit Presentation and confirmed the process to draft and finalize the response to be reviewed at the February meeting.

Meeting adjourned at approximately 8:27 pm.

Respectfully submitted,
Holly Wolfe, Board Administrator