



WHOLE FOODS COMMUNITY CO-OP, INC.
*Minutes of February 27, 2024 Meeting of the Board of Directors
as approved by the Board of Directors on March 25, 2024*

DATE: February 26, 2024

TIME: 5:30 PM

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

Attended by Board members Amber Schlater, D Desotelle, Tristen Eberling, Chris Lee, and Susie Darley-Hill. Maria Isley, Scott VanDaele, and Robin Pestalozzi did not attend. Management present: General Manager Sarah Hannigan, Operations Manager Theron Beaudreau, and Board Administrator Holly Wolfe. Owners present: Elyse LaCosse-Smith and Jim Elstrom.

Motion, seconded and carried is abbreviated as MSC, followed by the names of the maker, second and vote tally. U = unanimous vote.

Business Meeting – Open Session

Amber Schlater facilitated the meeting and called the meeting to order at approximately 5:30 PM.

Introductions:

Board members, Management, and Guests introduced themselves.

Preparedness, Conflict of Interest, and Owner Linkage: Board members and management were prepared.

Chris reported an enthusiastic coworker who enjoys the co-op and likes seeing Chris' familiar face on the Board of Directors bulletin board at the stores.

Listening Session:

Owners in attendance did not have any topics to discuss with the Board so Amber closed the Open Listening Session at 5:34PM

Consent Agenda

Consent Agenda items were approved as follows:

- Minutes of the January 23, 2024 Meeting of the Board of Directors were approved (Susie, Chris MSU)
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for January 2024 were approved (Tristen, Susie MSU)

Old/New Business:

- Board reviewed committee reports:
 - Recruitment and Perpetuation Committee: Garbanzo Gazette article has been submitted with readiness to begin recruiting
 - General Manager Board Relationship Committee: General Manager annual evaluation survey documents will be sent to Board and General Manager in March for completion in April; Request for Proposal (RFP) for General Manager 2024-2026 Contract has been sent to General Manager for completion by April 16, 2024.
 - Board Communication Committee: discussion included internal and external communications and how to improve Owner Listening Sessions to be more inclusive and welcoming. The Owner Listening Sessions will be a topic of the Board's retreat in April.

Board Engagement Committee: Potential dates and venues for the Annual Owner Meeting were discussed; the committee will work with staff to finalize date/location for the event and report back to the Board with the decision. Board reviewed progress made toward 2023-2024 Board Goals.Policy Compliance:

- Board reviewed policy compliance reports, determined the interpretations were reasonable and included adequate data to demonstrate compliance on the following policies, and accepted reports as presented:

- Board Process Policy C – Global Governance Commitment and Board Process Policy C1 – Governing Style (D, Susie MSU)
- Executive Limitations Policy B3 – Asset Protection (Tristen, Susie, MSU)
- Board Management Relationship D5 - Compensating the General Manager (Tristen, D MSU)

Review:

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 actions stemming from feedback received in the 2023 Staff Engagement Survey to improve workplace communication, culture and communication including the development of the weekly Co-op Connections newsletter distributed to all staff.
- Board reviewed progress made on the priority projects and pathways outlined in the multi-year Strategic Plan

Board Discussion/Education:

- Board Retreat: Planning Meeting and Retreat dates were confirmed.
- 2023 Grocery Trends discussion: Board members shared reflections on the 2023 Grocery Trends video watched prior to the meeting. Reflection included acknowledgement of the challenges associated with retail grocery and natural foods retail; ways Whole Foods Co-op differentiates itself amongst other grocers through customer service, dedication to the local food economy; true connection with community of Owners, vendors, shoppers, neighbors and staff

Elyse LaCrosse-Smith and Jim Elstrom were thanked for attending the meeting. At approximately 7:13 pm, the open session adjourned. Elyse and Jim left.

Business Meeting – Closed Session

Finance Committee Report:

- Board reviewed Finance Committee Report, including an update on how methodologies in reporting key performance indicators will now be aligned with Co-Metrics reporting and will continue to be monitored in the B1 Compliance reporting
- Board reviewed the January 2024 Monthly Financial Statements

January Bargaining Unit Presentation Follow-up:

- Board finalized and approved (D, Amber MSU) the written response to the presentation made by UFCW Bargaining Unit representatives at the January 2024 meeting; Robin to send response on Maria Isley's behalf following the meeting.

Meeting adjourned at approximately 7:50 pm.

Respectfully submitted,
Holly Wolfe, Board Administrator