



WHOLE FOODS COMMUNITY CO-OP, INC.
Minutes of March 25, 2024 Meeting of the Board of Directors
as approved by the Board of Directors on April 22, 2024

DATE: March 25, 2024

TIME: 5:30 PM

LOCATION: Virtual via Teams

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

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

Maria Isley facilitated the meeting and called the meeting to order at approximately 5:35 PM.

Board members, staff and Owners introduced themselves.

Preparedness, Conflict of Interest, and Owner Linkage: Board members and management indicated that they were prepared. No conflicts of interest were stated. Owner linkage included: an invitation for the Board to attend a Twin Cities Board Networking event on April 27th; an Owner's interest in reducing plastic packaging in our stores; an email from a WFC Owner and Valley Natural Foods board member reflecting on how he enjoyed WFC's 2023 Annual Owner Meeting and was interested in further networking; enthusiasm for the seed rack at the Hillside store.

Listening Session:

Owners in attendance did not have any topics to discuss with the Board; Maria closed the Open Listening Session at 5:45PM

Consent Agenda

Items on the Consent Agenda were approved (Tristen, Chris, MSU):

- Minutes of the February 26, 2024 Meeting of the Board of Directors were approved
- New Owner Applications; Fran Skinner Matching Fund Allocations; Owner Transfer Requests and Owner Termination Requests for February 2024 were approved

Old/New Business:

- Board reviewed committee reports:
 - Recruitment and Perpetuation Committee: 2024 Board candidate applications have been launched. Exit Interview progress is being developed. To support recruitment promotion, the Board of Directors will be asked to submit a quote for the Summer Garbanzo Gazette article. "Why did you join the WFC Board? How has the WFC Board service been a positive experience for you?"
 - General Manager Board Relationship Committee: General Manager survey documents will be sent to the Board of Directors in April to support completion of the annual evaluation this spring.
 - Ad hoc Board Communication Committee: Owner Listening Session review and update will be a topic of the April Retreat; the committee will meet again ahead of the retreat to inform planning.

Board Engagement Committee: Annual Owner Meeting is officially planned for October 22nd at Clyde Iron Works. A facilitated panel discussion of select GIVE! Non-profit Program Recipients is being developed as the main event. 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 C2 – The Board's Job (D, Scott MSU)
 - Executive Limitations Policy B4 – Membership Rights and Responsibilities (Susie, Tristen 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 the Grow Local Food Fund 2024 funding round results and reflections from the selection committee on how the process can be improved in the future, an update on recent vandalism that resulted in irreparable damage to the ATM at the Hillside store.

Board Discussion/Education:

- Board Retreat will be held on April 27th at At Sara's Table Chester Creek Cafe.
- Cosumer Cooperative Management Association 2024: The annual conference will be held in Portland, Maine. Maria and Amber will present a workshop; Scott and Tristen will also be attending. Staff to attend include the Operations Manager, Marketing Manager, and Board Administrator.
- Board reflected on and discussed participation in recent Columinate trainings including Finance Training, Financial Audits, CBLD 101, Effective Meeting Facilitation, and Gender Equity Project.

Owner Elyse LaCrosse-Smith was thanked for attending the meeting.

At approximately 6:35pm, the open session adjourned. Elyse left.

Business Meeting – Closed Session

Finance Committee Report:

- Board reviewed Finance Committee Report and the February 2024 Monthly Financial Statements
- Board received an update on the status of the Fran Skinner Memorial Matching Fund and considered and approved (D, Scott, MSU) the resolution: *To ensure there is no interruption in Whole Foods Co-op's ability to offer subsidized Ownership to those with demonstrated need, the Board supports the temporary bridge loan of up to \$8,000 to the Fran Skinner Memorial Matching Fund through December 31, 2024.*

Meeting adjourned at approximately 7:15 pm.

Respectfully submitted,
Holly Wolfe, Board Administrator