

**Minutes of the
Marquette Food Co-op Board of Directors
May 15, 2018 Meeting**

Start time: Meeting was called to order by president Phil Britton at 6:06 p.m.

Roll call: P. Britton, M. Augustyn, H. Bush, C. Noordyk, C. Thompson.

Absent: C. Morgan (excused), R. Kochis (excused).

Staff: GM Matt Gougeon, Kat Eaton, Clayton Lesatz, Mary Moe, Evan Zimmerman.

Public: Angie Cherrette (incoming Board member), Kelly Cantway.

II. Preliminaries:

(a) Approval of Agenda & Additions: The agenda was reviewed. It was noted that there would be no Board Education speaker tonight. Outreach Reports were moved to the Consent Agenda. H. Bush recommended two articles for the Board to read.

Motion: To approve agenda with changes (*motion by C. Noordyk, second C. Thomspson*).

Action: Motion passed unanimously.

III. Consent Agenda: Outreach Reports were moved to the Consent Agenda.

(a) Approval of April Minutes without changes

(b) Electronic Communications

(c) L5 – Financial Condition 1st Quarter (M. Gougeon)

(d) GM Evaluation of the Board (M. Gougeon)

(e) Outreach Reports

Motion: To approve consent agenda with changes (*motion by C. Thomspson, second C. Noordyk*).

Action: Motion passed unanimously.

Board discussed GM Evaluation and policy review. Policy will be reviewed quarterly instead of monthly. Discussion will be held during Board Work and Action Items.

IV. Public Comment Period: None.

V. GM Monitoring

(a) Store Report (M. Gougeon): GM reported that sales continue to be strong. Sales in the first week of May are up more than 12%. Refrigeration has been moved and stocked with cold drinks, which has opened up more room for grab-and-go items for the deli and meal kits. Board inquired about meal kit sales. M. Moe reported that sales are going well. The meat sale was a big success. GM reported on Kansas State University partner who is working on getting fresh food to Sawyer. GM noted that it is still very early and there will be more to come on these efforts.

E. Zimmerman presented about the e-commerce and loyalty program for MFC owners. He reported on UNFI's Honest Green drop-ship e-commerce program and noted that it will give owners access to an expanded selection of product. The MFC anticipates launching these programs in June. Board inquired about whether businesses would be able to utilize e-commerce and inquired about details of the points system for the loyalty program. Board inquired about whether anyone can become an MFC member or if there is any restriction based on location. It

was noted there is no geographic restriction for owners, however Zimmerman explained that shipping costs for the e-commerce program are based on location. Grocery orders will be shipped from a warehouse in Racine and wellness products will be shipped from a warehouse in Philadelphia.

VI. Outreach Reports: Discussion was held about the *Wasted* movie screening. It was noted that the screening renewed discussions about composting and food waste solutions.

VII. Second Public Comment Period: None.

VIII. Board Monitoring & Discussion

(a) Committee Reports:

(i) GM Evaluation (P. Britton, R. Kochis, C. Noordyk, C. Thompson): Committee is working on updating evaluation and procedures.

(ii) Finance Committee (P. Britton, R. Kochis, H. Bush, C. Thompson): Met prior to this meeting and reported that the MFC had a great first quarter. It was reported that there is a negative balance expected due to payment of preferred share dividends, but it has been anticipated. GM reported that feedback about payment of dividends has been positive. Range Bank is reviewing terms of loans. The financial review for 2017 is underway. Employee benefits were discussed. GM asked the Board to consider another preferred share offering. The Board discussed considering an offering in October.

(iii) Communications Committee (C. Noordyk, C. Morgan, M. Augustyn, H. Bush): Met and discussed options for future events. Discussed S. Monte's suggestion to combine an owner drive with next year's Annual Meeting.

(iv) Elections & Nominations (M. Augustyn, H. Bush): No report.

(v) Board Education & Orientation (C. Morgan, M. Augustyn, P. Britton): Committee reported that a successful orientation of new Board members was held at Barrel & Beam.

(b) Set Board Calendar: It was noted that policy review will be done quarterly.

(c) Assign Monitoring: There will be no individual monitoring assignments due to change to quarterly review.

(d) Board Work and Action Items: Next month officer elections will be held and committees will be formed. It was suggested that discussion could be held prior to the June meeting so that Board members could arrive at the meeting ready with nominations and ideas about which committees they would like to serve on. The Board also discussed that committees should be balanced to include veteran members and new members. Officer nomination procedures were also discussed. The Board discussed reviewing officer roles on Slack and having nominations posted prior to the meeting. Polling Board members to identify committee interests and scheduling availability was also suggested. Discussion will continue on Slack.

IX. Third Public Comment: Board Recorder noted that she will be absent for the June meeting and will coordinate with Board Secretary M. Augustyn prior to the meeting.

X. Closings

(a) June Assignments:

- i. Store Report (M. Gougeon)
- ii. Outreach Reports (S. Monte)
- iii. Board Terms Begin and End
- iv. Officer Elections
- v. Form Committees
- vi. CCMA
- vii. Consent Agenda:
 1. Approval of May Minutes
 2. Electronic Communications
 3. L1 – Customer Treatment (M. Gougeon)

XI. Motion to adjourn at 7:13 p.m. (motion by C. Noordyk, second M. Augustyn).

Action: Motion passed unanimously.

Next Board Meeting: June 19, 2018 at 6:00 p.m.

Emily Weddle
Board Recorder