

**Minutes of the  
Marquette Food Co-op Board of Directors  
September 18, 2018 Meeting**

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

**Roll call:** M. Augustyn, P. Britton, H. Bush, A. Cherrette, R. Kochis, M. Linck, C. Morgan, C. Thompson.

**Absent:** C. Noordyk (excused).

**Staff:** GM Matt Gougeon, Kat Eaton, Evan Zimmerman, Sarah Monte, Mary Moe.

**Public:** Rich Vander Veen, Kelly Cantway, Desmond Canfield.

**II. Preliminaries:**

(a) Approval of Agenda & Additions: The agenda was reviewed. Closed Session was added after Public Comment before Closings.

*Motion:* To approve agenda with changes (*motion by* R. Kochis, *second* C. Morgan).

*Action:* *Motion passed unanimously.*

**III. Consent Agenda:** Board inquired how often the rate for livable wage will be reviewed. GM responded it will be reviewed annually. Wage schedule was discussed.

(a) Approval of August Minutes without changes

(b) Electronic Communications

(c) L2 – Staff Treatment (M. Gougeon)

(d) L3 – Compensation and Benefits (M. Gougeon)

*Motion:* To approve consent agenda without changes (*motion by* H. Bush, *second* M. Augustyn).

*Action:* *Motion passed unanimously.*

**IV. Public Comment Period:** M. Augustyn noted her recent absences from meetings due to family circumstances. C. Thompson shared about his new position in Virginia and thanked the Board and MFC for the opportunity to have been involved.

**V. Board Education (Rich Vander Veen):** Vander Veen discussed wind and solar projects in the UP and changes in energy sources in Marquette. Vander Veen provided additional resources to the Board. Tradewind Energy projects were discussed. Benefits of solar power were highlighted. Vander Veen encouraged the Board to vote. Discussion was held. Wind turbines and community interest were also discussed.

Board discussed how supporting renewable energy fits its Global Ends for environmental stewardship, community leadership, wellness, and economic vitality. Education Committee will draft an environmental statement.

**VI. GM Monitoring**

(a) Store Report (M. Gougeon): GM provided written report and noted that sales for the month of August were relatively flat. The store continues to be more productive even with new competition and implementation of livable wage. He reported that labor costs and SPLH are looking good. Purchasing has been consolidated with new Purchasing Manager and further development of automated purchasing platform. GM reported that the premium increase for

benefits will only be 2% for the coming plan year. The owner rewards program is expected to launch this week. Board inquired about e-commerce program and discussion was held about order fulfillment. It was also noted that the MFC helped with trash and recycling for the UP Fall Beer Festival again this year. Positive press was noted.

## **VII. Outreach Reports**

(a) Outreach Report (S. Monte): Monte provided the Board with a written report and Owner Rewards Program FAQ. She reported that the owner rewards program soft launch will begin soon and owners will begin getting points. In January there will be a campaign promoting the program. The transition II room at MARESA is starting a student run healthy vending program. Monte reported that due to construction at NMU's University Center the MFC may need to explore options for a new venue for the Annual Meeting.

(b) UP Food Exchange Report (S. Monte): Monte encouraged the Board to attend the Local Food Fest at Barrel and Beam. UPFE is an event sponsor. Monte reported that Ray Sharp from the west end is retiring and Michelle Walk is leaving MSU. UPFE now has a steering committee that will represent various parts of the food system in the UP. The committee will meet monthly. Kitchen incubators were discussed.

Monte inquired about establishing a point person for the Board for communications or whether the Board has preferences for how they are involved with projects. Board bagging schedule and sampling spots for Co-op Month were circulated.

**VIII. Second Public Comment Period:** Mary Moe commented that Sarah Monte was on an episode of *Discovering* representing the MFC. Evan Zimmerman commented on renewable energy and whether banks are interested in investing in it. GM talked about financing opportunities for solar.

## **IX. Board Monitoring & Discussion**

(a) Committee Reports:

(i) GM Evaluation (P. Britton, C. Thompson, M. Linck): Did not meet but will begin GM evaluation process next month.

1. Begin GM Evaluation Process

(ii) Finance Committee (R. Kochis, P. Britton, H. Bush, C. Thompson): Met and discussed staff wages. Reported that profitability is looking good. Committee provided proposal for 2019 Board Budget. Cash on hand is positive. Payment of preferred share dividends was discussed.

*Motion:* To approve the Board Budget (*motion by* M. Augustyn, *second* A. Cherrette).

*Action:* Motion passed unanimously.

(iii) Communications Committee (C. Morgan, C. Noordyk, M. Augustyn, A. Cherrette): Did not meet.

(iv) Elections & Nominations (M. Linck, H. Bush, R. Kochis): Met and reviewed charter. Committee provided written revised charter to the Board. Discussion was held about responsibility of applicants to respond to Board or staff communication and clarifying that failure to do so would result in disqualification. E. Zimmerman commented on

online voting and whether candidates could be introduced at the Annual Meeting. Board noted that the bylaws specify that the Annual Meeting is partly to introduce the new Board members. Ideas were discussed including utilizing social media and having an event with candidates in the co-op café.

(v) Board Education & Orientation (P. Britton, A. Cherrette, C. Morgan, M. Augustyn): Did not meet. Will work on draft environmental statement.

(b) Board Budget Review: Budget was reviewed and approved during Finance Committee Report.

(c) Board Work and Action Items: Board discussed whether there is a need to establish a protocol for responding to member questions and concerns. Board discussed that G4 stipulates that no individual board member should speak for the entire board. Board members can encourage individuals with questions to attend board meetings to voice their questions or concerns.

**X. Third Public Comment:** None.

## **XI. Closed Session**

*Motion:* To enter closed session at 8:10 p.m. (*motion by R. Kochis, second A. Cherrette*).

*Action:* *Motion passed unanimously.*

*Motion:* To appoint Kelly Cantway to fill vacant seat left by C. Thompson until the next Board election (*motion by R. Kochis, second M. Linck*).

*Action:* *Motion passed unanimously.*

Meeting returned to open session at 8:22 p.m.

## **XII. Closings**

(a) October Assignments:

- i. Store Report (M. Gougeon)
- ii. Outreach Reports (S. Monte)
- iii. Board Budget Finalized
- iv. Co-op Month
- v. Begin 3 month opening for board nominations
- vi. Set Retreat Date
- vii. Form Ad-hoc Retreat Committee
- viii. Board Monitoring 2<sup>nd</sup> Quarter
  1. G – Global Governance Commitment
  2. G1 – Governing Style
  3. G2 – Board Job Description
  4. G3 – Agenda Planning
- ix. Consent Agenda:
  1. Approval of September Minutes
  2. Electronic Communications
  3. L7 – Asset Protection (M. Gougeon)

**XIII. Motion to adjourn at 8:25 p.m.** (*motion by R. Kochis, second A. Cherrette*).  
*Action: Motion passed unanimously.*

**Next Board Meeting: October 16, 2018 at 6:00 p.m.**

Emily Weddle  
Board Recorder