

**Minutes of the  
Marquette Food Co-op Board of Directors  
January 15, 2019 Meeting**

**Start time:** Meeting was called to order by president Phil Britton at 6:08 p.m.

**Roll call:** M. Augustyn, P. Britton, K. Cantway, A. Cherrette, R. Kochis, M. Linck, C. Noordyk.

**Absent:** H. Bush (excused).

**Staff:** GM Matt Gougeon, Sarah Monte, Kat Eaton, Brody Rosten, Clayton Lesatz.

**Public:** None.

**II. Preliminaries:**

(a) Approval of Agenda & Additions: The agenda was reviewed. Board Education was removed. Closed Session was added after the final public comment period.

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

*Action:* Motion passed unanimously.

**III. Consent Agenda:**

(a) Approval of December Minutes without changes

(b) Electronic Communications: Motion (attached) was passed via email to extend GM's current contract through the month of January 2019.

*Motion:* To approve consent agenda without changes (*motion by* R. Kochis, *second* M. Linck).

*Action:* Motion passed unanimously.

**IV. Public Comment Period:** None.

**V. GM Monitoring**

(a) Store Report (M. Gougeon): Written report and supplementary reports were provided. GM reported that the store ended the year up over 2017. January sales were discussed. GM reviewed the daily department sales comparison report. SPLH and average basket size were discussed. Current events surrounding SNAP benefits and the impact of the government shutdown were discussed. The MFC is working on promoting donations to food banks in anticipation of SNAP program potentially losing funding. Owner Rewards Program numbers were reviewed. Membership numbers and increase in equity dollars were discussed. GM reported that produce production planning with local vendors is underway and noted changes at the North Farm.

**VI. Outreach Reports**

(a) Outreach Report (S. Monte): A written report was provided prior to the meeting. The three week voting period will begin January 30. Monte raised a bylaws discrepancy for the Board's consideration. Currently the bylaws do not allow transfers in the case of death, however the account transfer forms currently in use allow for such transfers. Monte noted that Assistant Produce Manager Courtney Dahlman, who also manages the online marketplace, is one of the new owners of the Marquette Baking Company. She will be leaving the MFC and her position will need to be filled. Changes with Taste the Local Difference were discussed. Monte discussed planning for the Annual Meeting. Monte inquired about text for the Board webpage. Board will

meet to work on text for the website. Board inquired whether Monte gets the support she needs from the Board for Annual Meeting planning. Monte welcomed more Board involvement if the Board would like more ownership of the event. Monte invited the Board to participate in planning meetings.

(b) UP Food Exchange Report (S. Monte): Monte was asked to participate in the Farm to Institution Advisory Board for another year.

**VII. Second Public Comment Period:** Kat Eaton inquired about date of Annual Meeting. It will be held March 15.

### **VIII. Board Monitoring & Discussion**

#### (a) Committee Reports:

(i) GM Evaluation (P. Britton, M. Linck, C. Noordyk): Discussion will be held during closed session.

(ii) Finance Committee (R. Kochis, P. Britton, H. Bush, K. Cantway): Met prior to the meeting. End of year numbers were discussed. Reduction in long-term debt was noted. Potential changes in the meat department were discussed. Inventory adjustments on margins were discussed. Current profit and loss statements were reviewed.

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

(iv) Elections & Nominations (M. Linck, H. Bush, R. Kochis): Met and recommends changing the nomination period to October 15 through January 15. Board agreed to change the period for the 2020 election. Board discussed open nominations and seeking particular expertise in candidates. There are 7 candidates for 5 positions.

1. Newsletter Bios for Board Candidates Due

(v) Board Education & Orientation (P. Britton, A. Cherrette, M. Augustyn): No report.

(vi) Ad-hoc Retreat Committee (P. Britton, C. Noordyk, R. Kochis, M. Augustyn): Met to plan the retreat.

(b) Annual Retreat: Board reported that the retreat went well. Abbey Palmer served as the retreat facilitator. She will be sending a report to the Board.

(c) Board Application Language: Language about requirements of applicants was noted.

#### (d) Board Monitoring 3<sup>rd</sup> Quarter:

(i) G4 – Board Members’ Code of Conduct: Ethics Statement, transparency, and confidentiality were discussed. Board discussed whether meetings are open to the public or only to members. It was noted that meeting minutes are posted publicly online and in the store. Board Recorder submits draft minutes for the Board’s review after each meeting and the Board has the responsibility to make changes to the minutes if confidential or sensitive information should be omitted. Board discussed options for making minutes available online to members only. Board Recorder sought clarification regarding the level of detail in the minutes requested by the Board. Board

instructed the Board Recorder to continue with minutes as usual until informed of any changes by the Board after further discussion. Further discussion will be held by the Finance Committee. The public availability of the Annual Report was discussed.

Language for G4.4 was discussed.

*Motion:* To add the following language to G4.4 and the Board Code of Ethics: “Matters discussed in executive session are to be kept strictly confidential.” (*motion by P. Britton, second A. Cherrette*).

*Action: Motion passed unanimously.*

Board will sign revised code of ethics.

(ii) G5 – Board Committee Principles: No discussion.

(iii) G6 – Governance Investment: Discussion was held. No changes were made.

(e) Board Work and Action Items: None.

**IX. Third Public Comment:** None.

**X. Closed Session:**

*Motion:* To enter Closed Session at 8:12 p.m. (*motion by K. Cantway, second C. Noordyk*).

*Action: Motion passed unanimously.*

*Motion:* To return to open session at 8:36 p.m. (*motion by R. Kochis, second A. Cherrette*).

*Action: Motion passed unanimously.*

*Motion:* To approve plan GM Evaluation Committee set forth for negotiations (*motion by R. Kochis, second A. Cherrette*).

*Action: Motion passed unanimously.*

**XII. Closings**

(a) February Assignments:

- i. Store Report (M. Gougeon)
- ii. Outreach Reports (S. Monte)
- iii. Certify Membership
- iv. Set Annual Patronage
- v. Consent Agenda:
  1. Approval of January Minutes
  2. Electronic Communications
  3. L5 – Financial Condition 4<sup>th</sup> Quarter (M. Gougeon)
  4. L9 – GM Succession (M. Gougeon)
  5. Annual Ends Report (M. Gougeon)

**XI. Motion to adjourn at 8:38 p.m.** (*motion by R. Kochis, second C. Noordyk*).

*Action: Motion passed unanimously.*

**Next Board Meeting: February 19, 2019 at 6:00 p.m.**

Emily Weddle  
Board Recorder

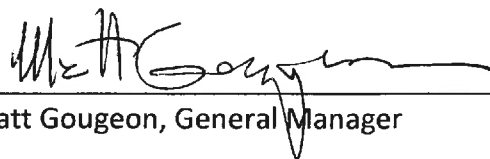
12/29/2018

*Motion (via e-mail): to extend GM's (Matt Gougeon) current contract through the month of January, 2019 (Motion by: A. Cherrette, Second M. Augustyn).*

*Action (via e-mail): Motion Passed, "Aye" - R. Kochis, M. P. Linck, C. Noordyk, K. Cantway, A. Cherrette*

Signed: \_\_\_\_\_

  
Phil Britton, Board President

  
Matt Gougeon, General Manager