

**Minutes of the
Marquette Food Co-op Board of Directors
February 19, 2019 Meeting**

Start time: Meeting was called to order by president Phil Britton at 6:05 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, Evan Zimmerman, Mary Moe.

Public: None.

II. Preliminaries:

(a) Approval of Agenda & Additions: The agenda was reviewed. Annual Ends Report was removed from the Consent Agenda for further discussion.

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

Action: Motion passed unanimously.

III. Consent Agenda: Annual Ends Report was removed for further discussion during GM Reports.

(a) Approval of January Minutes without changes

(b) Electronic Communications

(c) L5 – Financial Condition 4th Quarter (M. Gougeon)

Motion: To approve consent agenda with changes (*motion by* M. Augustyn, *second* K. Cantway).

Action: Motion passed unanimously.

IV. Public Comment Period: Commentary was shared about upcoming cooking class.

V. Board Education: Retreat Debrief

The Board noted that the Retreat went well. A written report was provided. Discussion was held about Board events and activities. Opportunities to become involved with Outreach events were discussed. Opportunities to work with Kiwanis and Rotary groups were also discussed. Board will continue to reference the report from the Retreat throughout the year.

VI. GM Monitoring

(a) Store Report (M. Gougeon): GM provided a written report and supporting documents. The impact of recent bad weather on sales and facilities issues were noted. Refrigeration leak was discussed. GM reported on the automated ordering system that has been developed and noted that over the past year enough data has been accumulated to assess positive trends and efficiencies. Meat Department manager, Clayton Lesatz has left the MFC. Prepared Foods Manager, Heidi Sand will step in to run the department. The GM reported that shoppers can expect to see changes in the department.

Evan Zimmerman reported on the Buy Online Pick-up In Store program and previewed the system for the Board. System is currently being tested. Variety of payment options were discussed. Board discussed credit card processing fees. It was noted that there will be a \$30

minimum for online orders. The Board expressed enthusiasm about the program and the MFC's ability to adapt to changes and trends in grocery.

(b) Annual Ends Report (M. Gougeon): Board noted the increase in local product. GM commented on UPFE Policy Committee work and the Land Development Code language that was adopted recently to allow for food raising capabilities in Marquette. Board commented on the round up at the register campaigns for United Way and the local food pantries. Board inquired about rounding up for other organizations. Discussion was held about local food banks needing support. GM explained that the report highlights what sets the MFC apart from other grocery retailers.

VII. Outreach Reports

(a) Outreach Report (S. Monte): Written reports, marketing & events overview, and supplementary documents were provided. Private cooking classes were discussed. Board elections were discussed. It was noted that voting numbers are down somewhat this year.

(b) UP Food Exchange Report (S. Monte): UPFE Policy Committee work on the Land Development Code was discussed. Michigan Farm to Institutions Network will be visiting in the future.

Annual Meeting Work Plan was reviewed and logistics and opportunities for Board involvement were discussed. The event is being advertised as the Annual Meeting and Owner Drive and people are encouraged to bring a non-owner friend. Board members signed up to assist with the raffle and owner drive. Board was asked to be prepared for group photos at the event. Board discussed remembering Board members that have passed away. Board was invited to participate in soliciting donations for the raffle. Board thanked Sarah Monte for her work.

VIII. Second Public Comment Period: None.

IX. Board Monitoring & Discussion

(a) Committee Reports:

(i) GM Evaluation (P. Britton, M. Linck, C. Noordyk): Did not meet.

(ii) Finance Committee (R. Kochis, P. Britton, H. Bush, K. Cantway): Met prior to this meeting. GM received a request for reimbursement for preferred shares from an owner that no longer resides in the state of Michigan.

Motion: To recommend that the Board approve a motion that those put options be granted to the owner to be reimbursed on a schedule over the coming year as determined by management and that owner (*motion by* R. Kochis, *second* C. Noordyk).

Action: Motion passed unanimously.

Finance Committee reviewed end of year statements. People who are issued dividend of preferred shares are issued 1099 statements for the IRS. GM sent letters to owners to request social security numbers so statements can be filed. Refrigeration costs were discussed. Longterm liabilities were reduced in the past year. Increase in personal property taxes was discussed due to accrual from previous years. Current ratio was reviewed.

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

(iv) Elections & Nominations (M. Linck, H. Bush, R. Kochis): Did not meet. Will meet next month with Sarah and Kelsie. Elections end tomorrow. Secretary needs to certify the vote. Secretary inquired whether there was a conflict with her being up for election. Board determined that there was no conflict.

(v) Board Education & Orientation (P. Britton, A. Cherrette, M. Augustyn): Did not meet.

(b) Certify Membership: Board discussed responsibilities related to certifying the membership.

(c) Set Annual Patronage: GM does not recommend patronage this year.

(d) Board Work and Action Items: None.

X. Third Public Comment: None. GM noted that he will not be able to attend CCMA this year.

XI. Closings

(a) March Assignments:

- i. Store Report (M. Gougeon)
- ii. Outreach Reports (S. Monte)
- iii. Board Elections
- iv. Annual Membership Meeting
- v. Begin CCMA Planning
- vi. Consent Agenda:
 1. Approval of February Minutes
 2. Electronic Communications
 3. L4 – Membership (M. Gougeon)
 4. L10 – Board Logistical Support (M. Gougeon)
 5. L9 – GM Succession (M. Gougeon)

XII. Motion to adjourn at 8:05 p.m. (*motion by R. Kochis, second A. Cherrette*).

Action: Motion passed unanimously.

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

Emily Weddle
Board Recorder