

**Minutes of the
Marquette Food Co-op Board of Directors
April 16, 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.

Absent: H. Bush (excused), C. Noordyk (excused).

Staff: Mary Moe, Sarah Monty, Kat Eaton, E. Zimmerman.

Public: None.

II. Preliminaries: L9 moved from Consent Agenda to GM Monitoring for further discussion.

(a) Approval of Agenda & Additions:

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

Action: Motion passed unanimously.

III. Consent Agenda: L9 removed from Consent Agenda for further discussion. It was noted that a motion was passed over email relating to KI Sawyer delivery truck.

(a) Approval of March Minutes without changes

(b) Electronic Communications:

April 8, 2019:

Motion (via email): To approve the purchase of a refrigerated truck for grocery delivery, under the stated terms from Range Bank. (*motion by* A. Cherrette, *second* M. Linck).

April 15, 2019:

Action (via email): Motion passed (7 aye, 1 absent).

(c) L8 – Communication & Counsel to the Board (M. Gougeon)

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

Action: Motion passed unanimously.

IV. Public Comment Period: None.

V. Board Education: None.

VI. GM Monitoring

(a) Store Report (M. Moe): Mary Moe reported on April sales. Website focus groups were discussed. Soft launch for online orders will begin this week. Board shared feedback about online ordering. Improvements in Meat and Seafood were discussed. Changes in staffing in Produce and Meat and Seafood departments were noted.

(b) L9 – GM Succession (M. Gougeon): GM's absence due to travel delays was noted. Changes to the draft succession plan were reviewed. Discussion was held regarding language requiring approval of the whole board.

Motion: To accept the Emergency Succession Plan as set forth by the GM (*motion by* R. Kochis, *second* M. Linck).

Action: Motion passed unanimously.

VII. Outreach Reports

(a) Outreach Report (S. Monte): Written report and Month at a Glance were provided. Board inquired about cooking classes. Monte reported that children's classes have not had as strong of attendance. Upcoming classes were discussed. Monte reported on the Annual Meeting. It was noted that attendance was good. Board shared feedback about the event. Monte will be meeting with the venue to review invoice. Opportunities for events with the Board were discussed. Friday, May 17 will be the five-year anniversary party celebrating five years at the new location. Summer picnic and board involvement in the event were discussed. MFC Art Show showcasing artwork by MFC staff was discussed.

(b) UP Food Exchange Report (S. Monte): Round up at the register and bag discount program were discussed. Michigan Farm to Institution Network meeting will be held in August.

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 the board meeting. Talked about gross margins per quarter and rolling margins. Kat Eaton discussed inventory and how margins are calculated. Improvement in margin in Meat and Seafood was discussed. Accounts payable was discussed. Discussion was held about the MFC Community Fund. Promotional expenses were reviewed and Board inquired about how MFC quantifies advertising benefits. Owner Rewards program expenses were reviewed. Increase in owner sign-ups due to the Owner Rewards program was noted. Sales per labor hour metric and long-term debt payments were noted. P. Britton signed the loan for the truck for KI Sawyer deliveries.

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

(iv) Elections & Nominations (M. Linck, H. Bush, R. Kochis): Submitted updated language. Discussed considering future Board candidates for next year.

Motion: To accept the revisions to the Election & Nomination Committee protocol as written (*motion by* M. Linck, *second* A. Cherrette).

Action: Motion passed unanimously.

M. Linck will send revised protocol to Board Recorder to provide printed copies for Board binders.

(v) Board Education & Orientation (P. Britton, A. Cherrette, M. Augustyn): Discussed meeting with History Museum concerning history of cooperatives in the UP.

1. Orientation Procedure Begins: Orientation will be held before June meeting. Board discussed formalizing committee charters in binders.

(b) Board Monitoring 4th Quarter: G9 – President elect’s role was discussed. The Board determined that G9 will be removed. Board discussed how to orient incoming board presidents.

(i) G7 – Board President’s Role:

G7.2.5 will include “develop annual calendar and monthly agendas.”

G7.2.6 will include “schedule regular meetings with the GM.”

G7.2.7 will include “orient successor in the duties of this policy to ensure a seamless transition.”

G7.1.3 will no longer include language “will serve as Parliamentarian at Board meetings.”

(ii) G8 – Vice President’s Role:

G8. 4 will include “will serve as Parliamentarian at Board meetings.”

(iii) G10 – Secretary’s Role: No changes.

(iv) G11 – Board Treasurer’s Role: No changes.

G11.9 was discussed. It was noted that it is in the bylaws.

Motion: To approve G7, G8, G9, and G11 as discussed. (*motion by* R. Kochis, *second* M. Linck)

Action: *Motion passed unanimously.*

(c) Earth Day: Earth Day was noted.

(d) Date Change for June Meeting (June 25): Date change was approved by the Board.

Motion: To change June meeting to June 25 (*motion by* M. Augustyn, *second* A. Cherrette).

Action: *Motion passed unanimously.*

(e) Update Directory: M. Linck will provide new Board member contact information to Board Recorder to update directory.

(f) Board Work and Action Items: H. Bush is planning to attend CCMA.

X. Third Public Comment: None.

XI. Closings

(a) May Assignments:

i. Store Report (M. Gougeon)

ii. Outreach Reports (S. Monte)

iii. Update Directory

iv. Set Board Calendar

v. Assign Monitoring

vi. Consent Agenda:

1. Approval of April Minutes

2. Electronic Communications
3. L5 – Financial Condition 1st Quarter (M. Gougeon)
4. GM Evaluation of the Board (M. Gougeon)

XI. Motion to adjourn at 8:07 p.m. (*motion by R. Kochis, second M. Augustyn*).

Action: Motion passed unanimously.

Next Board Meeting: May 21, 2019 at 6:00 p.m.

Emily Weddle
Board Recorder