

**Minutes of the
Marquette Food Co-op Board of Directors
June 25, 2019 Meeting**

Start time: Meeting was called to order by president Phil Britton at 6:02 p.m.

Roll call: M. Augustyn, P. Britton, H. Bush, K. Cantway, A. Cherrette, Z. Eppensteiner, R. Kochis, M. Linck, C. Noordyk.

Absent: None.

Staff: GM Matt Gougeon, E. Zimmerman, K. Eaton, S. Monte.

Public: None.

II. Preliminaries:

(a) Approval of Agenda & Additions: Board welcomed Z. Eppensteiner to the meeting. Agenda was reviewed and no changes were made.

Motion: To approve agenda without changes (*motion by A. Cherrette, second M. Linck*).

Action: Motion passed unanimously.

III. Consent Agenda: No changes were made.

(a) Approval of April Minutes without changes

(b) Electronic Communications:

(c) L1 – Customer Treatment (M. Gougeon)

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

Action: Motion passed unanimously.

IV. Public Comment Period: None.

V. Board Education: Board members introduced themselves and shared about their professional and personal backgrounds and connection to the MFC.

VI. GM Monitoring

(a) Store Report (M. Gougeon): GM reported on staffing changes as well as projects underway at the MFC. He reported on the launch of the webstore, the Sawyer Grocery Truck initiative, celebration of the MFC's five year anniversary, and the addition of Alex Palezwicz from Taste the Local Difference under contract to manage the Online Marketplace and UPFE. The significance of the webstore was discussed. GM discussed the Sawyer Grocery Truck initiative and elaborated on the program. Challenges and barriers that limit participation were discussed. Board inquired about cost of trips to Sawyer. Flint Fresh program was noted. GM discussed the MFC's liquor license and issues related to MLCC's interpretation of regulations for cooperatives. Discussion was held about how other Michigan co-ops handle this issue. Board was provided with a memo from MFC attorney Michelle Halley addressing this issue. GM is exploring solar on the roof. GM also reported on payment processing and credit card fees.

(b) L5 – Financial Condition 1st Quarter (M. Gougeon): GM reported that first quarter was down and reviewed financial metrics and benchmarks with the Board. Discussion was held about NCG joint liability fund and UNFI.

Board received the report prior to the meeting and came prepared to act.

Interpretation Reasonable: Yes.

Adequate Data: Yes.

The report was accepted as in compliance.

(c) GM Evaluation of the Board (M. Gougeon): Board received report from GM prior to the meeting. GM expressed that a review of policies is needed and suggested a shift in the Board's focus from the recent past and present to the future. GM invited the Board to explore participation in a policy governance workshop, noting that he believes it would strengthen the organization from the top. GM will contact consultant for policy governance review. Board thanked GM for his critique of the Board.

VII. Outreach Reports

(a, b) Outreach Report, UP Food Exchange Report (S. Monte): Reports were provided prior to the meeting. Monte reported on the blood drive in August and promotions for the drive. Monte discussed long-term planning for Prescription for Health project in Marquette and partnering with UP Health Systems for other health related future projects. The Co-op Picnic will be held on Friday, August 9 from 5-8pm. Opportunities for Board involvement were discussed.

VIII. CCMA (H. Bush): H. Bush shared about her experience attending CCMA and discussed highlights from sessions that she attended.

IX. Second Public Comment Period: E. Zimmerman expressed his appreciation for the work of the Board and the Global Ends. Technology, social media, and the Co-op community were discussed.

X. 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 meeting. Information from the meeting was discussed during the Store Report.

(iii) Communications Committee (C. Noordyk, M. Augustyn, A. Cherrette, K. Cantway): Met twice. Discussion regarding the Co-op Picnic will be held over email. Quarterly in-store events to connect with owners were discussed. Next event will be Wednesday, July 17 from 5–7 pm and will include bagging and sampling. Board will also pass out information about the picnic.

(iv) Elections & Nominations (M. Linck, H. Bush, R. Kochis): Met and discussed finding potential Board members that might help strengthen the Board.

(v) Board Education & Orientation (P. Britton, A. Cherrette, M. Augustyn): Did not meet but orientation was held for new Board member Z. Eppensteiner.

(b) Board Terms Begin and End: New Board member Z. Eppensteiner joined the Board.

(c) Officer Elections:

President: P. Britton was nominated by R. Kochis (*second* M. Augustyn).
Action: P. Britton elected unanimously.

Vice President: C. Noordyk was nominated by M. Linck (*second* A. Cherrette).
Action: C. Noordyk elected unanimously.

Treasurer: R. Kochis was nominated by C. Noordyk (*second* Z. Eppensteiner).
Action: R. Kochis elected unanimously.

Secretary: M. Augustyn was nominated by R. Kochis (*second* M. Linck).
Action: M. Augustyn elected unanimously.

(d) Form Committees:

GM Evaluation: P. Britton, M. Linck, C. Noordyk, M. Augustyn

Finance: R. Kochis, P. Britton, H. Bush, Z. Eppensteiner

Communications: C. Noordyk, M. Augustyn, A. Cherrette, K. Cantway

Elections and Nominations: M. Linck, H. Bush, R. Kochis, Z. Eppensteiner

Board Education and Orientation: P. Britton, A. Cherrette, M. Augustyn, K. Cantway

(e) Update Directory: Term information will be collected by Elections and Nominations Committee. Board Recorder will post directory on Slack.

(f) Set Board Calendar: President and Board Recorder will update the Board Calendar.

(g) Assign Monitoring: Not applicable.

(f) Board Work and Action Items: None.

XI. Third Public Comment: Board Recorder noted she will be unable to attend the July meeting.

XII. Closings

(a) July Assignments:

- i. Store Report (M. Gougeon)
- ii. Outreach Reports (S. Monte)
- iii. Nomination Committee Begins Work
- iv. Board Monitoring 1st Quarter
 1. D – Global Governance Management Connection
 2. D1 – Unity of Control
 3. D2 – Accountability of the GM
 4. D4 – Monitoring GM Performance

v. Consent Agenda:

1. Approval of June Minutes
2. Electronic Communications
3. L6 – Budgeting and Financial Planning (M. Gougeon)

XIII. Motion to adjourn at 8:59 p.m. (*motion by M. Augustyn, second A. Cherrette*).

Action: Motion passed unanimously.

Next Board Meeting: July 16, 2019 at 6:00 p.m.

Emily Weddle
Board Recorder