

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

Start time: Meeting was called to order by president Phil Britton at 6:07 p.m.

Roll call: M. Augustyn, P. Britton, H. Bush, Z. Eppensteiner, C. Noordyk.

Absent: M. Linck, A. Cherrete, K. Cantway, R. Kochis.

Staff: GM Matt Gougeon, E. Zimmerman, K. Eaton, M. Moe.

Public: None.

II. Preliminaries:

(a) Approval of Agenda & Additions: Agenda was reviewed and no changes were made.

Motion: To approve agenda without changes (*motion by* H. Bush, *second* Z. Eppensteiner).

Action: Motion passed unanimously.

III. Consent Agenda: Consent Agenda was reviewed.

(a) Approval of September Minutes without changes

(b) Electronic Communications: A motion was passed over e-mail.

October 7, 2019

Motion (via email): To hire Sue Redwan to conduct a one-day policy governance workshop (*motion by* M. Linck, *second* Z. Eppentsteiner).

Action: Motion passed (7 aye, 1 no).

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

Action: Motion passed unanimously.

IV. Public Comment Period: None.

V. Board Education: Sue Redwan will be conducting a policy governance workshop on November 2.

VI. GM Monitoring

(a) Store Report (M. Gougeon): GM reported that third quarter sales were good. October sales are off to a good start. GM reported that he and admin team will be off-site for strategic planning tomorrow. NCG recommendations for the Produce Department are being enacted. Benefits enrollment is underway. The 2018 Financial Review is in development. Laura Provost and Paul Nardi will be present at the November meeting to present the review. GM reported on preventative maintenance on HVAC and refrigeration. GM reported that the Lt. Governor Garlin Gilchrist visited the MFC. GM also reported that MSU's advisory council visited the MFC this morning. NCG will visit to conduct an assessment of the Meat Department in January.

(b) L7 – Asset Protection (M. Gougeon): The Board received the report prior to the meeting. GM answered questions. Discussion was held about premiums, data backup, computer support services, and cyber-security best practices.

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.

VII. Outreach Reports

(a) Outreach Report (S. Monte): M. Moe presented report from S. Monte who was absent from the meeting. The MFC hosted the Lt. Governor. MFC signed on with Bennet Media. Outreach Department staffing was discussed. Monte reported that there will be big plans for holiday promotions and sales. Classes are booked through the end of the year. Monte expects to reach October goal for new owners. New vendor app is coming soon.

(b) UP Food Exchange Report (S. Monte): M. Moe presented report from S. Monte. MFC was a sponsor of the Local Food Fest and is sponsoring a film for the Fresh Coast Film Festival. First UPFE food summit is on November 6.

(c) Co-op Month (S. Monte): No report.

VIII. Second Public Comment Period: None.

IX. Board Monitoring & Discussion

(a) Committee Reports:

(i) GM Evaluation (P. Britton, M. Linck, C. Noordyk, M. Augustyn): Met and completed GM evaluation process.

(ii) Finance Committee (R. Kochis, P. Britton, H. Bush, Z. Eppensteiner): H. Bush reported on information from meeting and noted expenses for roof repair in the kitchen and produce display purchases. Great Lakes Co-ops have been invited by Green Tree Co-op in Mt. Pleasant to invest in shares in their expansion project. Board discussed the opportunity and inquired about dividend income. GM will provide the Board with disclosure document and additional information. Further discussion will be held in November.

(iii) Communications Committee (C. Noordyk, M. Augustyn, A. Cherrette, K. Cantway): Did not meet. Nothing new to report.

(iv) Elections & Nominations (M. Linck, H. Bush, R. Kochis, Z. Eppensteiner): P. Britton presented report from M. Linck who was absent from the meeting. Committee worked on Board webpage. Changes will be presented to the Board in November.

1. Begin 3 month opening for Board nominations

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

(b) Board Budget Finalized: Postponed until November.

(c) Set Retreat Date: Retreat tentatively scheduled for January 11.

- (d) Board Monitoring 2nd Quarter: Postponed until after policy governance workshop.
- i. G – Global Governance Commitment
 - ii. G1 – Governing Style
 - iii. G2 – Board Job Description
 - iv. G3 – Agenda Planning

(e). Board Work and Action Items: None.

X. Third Public Comment: None.

XII. Closings

(a) November Assignments:

- v. Store Report (M. Gougeon)
- vi. Outreach Reports (S. Monte)
- vii. Nomination Committee to meet with potential candidates
- viii. GM Evaluation
- ix. Vote on Green Tree Investment Opportunity
- x. Consent Agenda:
 - 1. Approval of October Minutes
 - 2. Electronic Communications
 - 3. L5 – Financial Condition 3rd Quarter (M. Gougeon)
 - 4. L9 – GM Succession (M. Gougeon)

XII. Motion to adjourn at 7:11 p.m. (*motion by C. Noordyk, second M. Augustyn*).
Action: Motion passed unanimously.

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

Emily Weddle
Board Recorder