

**Minutes of the
Marquette Food Co-op Board of Directors
December 17, 2019 Meeting**

Start time: Meeting was called to order by president Phil Britton at 6:12 p.m.

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

Absent: None.

Staff: GM Matt Gougeon, E. Zimmerman, M. Moe, S. Monte.

Public: None.

II. Preliminaries:

(a) Approval of Agenda & Additions: Agenda was reviewed. Policy Governance Workshop Discussion was added under Board Work and Action Items.

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

Action: Motion passed unanimously.

III. Consent Agenda: Consent Agenda was reviewed. GM discussed the Store Report. A motion that was made over email was noted under Electronic Communications.

(a) Approval of November Minutes without changes

(b) Electronic Communications: Board electronically voted on motion to approve Range Bank line of credit.

Motion: To allow Range Bank to set up a \$83,000 straight line of credit at 4.75% interest for the Marquette Food Co-op to be used to improve the Co-op's cash position and fund aspects of the operational strategic plan moving forward (*motion by* R. Kochis, *second* M. Augustyn).

Action: Motion passed by majority.

(c) Store Report (M. Gougeon): GM provided a written report and reported on November and December sales trends, turkey giveaway promotion, advertising and promotions, and end-of-year inventory.

(d) Outreach Report (S. Monte)

(e) UP Food Exchange Report (S. Monte)

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

Action: Motion passed unanimously.

IV. Public Comment Period: None.

V. GM Monitoring

(a) L6 – Budgeting and Financial Planning (M. Gougeon): Board received the report prior to the meeting and came prepared to act.

Operational Definition and Interpretation Reasonable: Yes.

Adequate Data to determine compliance/accomplishment: Yes.

Does the data demonstrate compliance/accomplishment: Yes.

The report was accepted as in compliance.

Board discussed its intention to discuss the policy and consider changes. GM read L6.1 and its interpretation from the report and noted the Board's role in determining acceptability of GM's interpretation. GM explained how the report and Financial Plan work together. GM noted that all interpretations moving forward will be changed and he will be rewriting them based on suggestions from policy governance consultant. It was noted that policy should change as the organization changes. Policy will be discussed further in the future.

VI. Second Public Comment Period: None.

VII. Board Monitoring & Discussion

(a) Committee Reports:

(i) GM Evaluation (P. Britton, M. Linck, C. Noordyk, M. Augustyn): GM evaluation was sent to the Board electronically.

Motion: To approve the GM Evaluation report as written and submitted electronically (*motion by C. Noordyk, second M. Augustyn*).

Action: Motion passed unanimously.

(ii) Finance Committee (R. Kochis, P. Britton, H. Bush, Z. Eppensteiner): Committee met and discussed possibility of considering a future preferred share offering. Committee also discussed possibility of interest-only payments on loans. It was noted that there was an online vote by the Board to have a line of credit available for cash needs. GM asked the Board to re-state the motion and resolution for Range Bank to advance the entire \$83,000 all at once.

Motion: For Range Bank to advance the entire \$83,000 of funds for strategic plan initiatives into the MFC operating checking account (*motion by K. Cantway, second Z. Eppensteiner*).

Action: Motion passed unanimously.

Further discussion will take place about possibility of future preferred share offering. It was noted that funds from a potential offering would be used to pay debt.

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

(iv) Elections & Nominations (M. Linck, H. Bush, R. Kochis, Z. Eppensteiner): It was noted that applications have been received. Outreach efforts to increase voter turnout were discussed.

1. Board Candidate Nomination Period Ends January 15

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

(e) Board Work and Action Items:

(i) Finalize Retreat Date: Retreat will be held on Saturday, January 11. Retreat adhoc committee will be comprised of the Executive Committee. Venue options were discussed.

Z. Eppensteiner proposed holding the retreat at the Community Foundation Office on W. Washington Street.

(ii) Policy Governance Workshop Discussion: The Board discussed how it would like to review and implement changes that were discussed in the Policy Governance Workshop. The Board discussed working on this at the Retreat.

VIII. Third Public Comment: E. Zimmerman suggested venue options for the Retreat. He also discussed the possibility of an election survey. M. Moe shared thoughts about the perception of offering incentives for voting and its impact on democracy. Further discussion was held about voting and owner engagement.

GM requested the Board approve the December minutes as soon as possible. Board Recorder will submit draft minutes tonight for Board approval. President will facilitate motion for approval and will send the final approved minutes to the GM.

IX. Closings:

(a) January Assignments:

- i. Board Candidate Nomination Period Ends January 15
- ii. Newsletter Bios for Board Candidates Due
- iii. Conduct Outside Audit
- iv. Annual Retreat
- v. Consent Agenda:
 1. Approval of December Minutes
 2. Electronic Communications
 3. Annual Ends Report (M. Gougeon)
 4. Store Report (M. Gougeon)
 5. Outreach Reports (S. Monte)

XII. Motion to adjourn at 7:35 p.m. (*motion by C. Noordyk, second M. Augustyn*).
Action: Motion passed unanimously.

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

Emily Weddle
Board Recorder