

**Minutes of the
Marquette Food Co-op Board of Directors
Online Meeting
July 21, 2020**

Start time: Meeting was called to order by president Phil Britton at 6:03 p.m.

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

Absent: K. Cantway.

Staff: GM Matt Gougeon, Kat Eaton, Sarah Monte, Evan Zimmerman.

Public: Jim Lively.

II. Preliminaries:

(a) Approval of Agenda & Additions: The meeting was conducted online. GM Evaluation of the Board was postponed to August.

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

Action: Motion passed unanimously.

III. Consent Agenda: Consent Agenda was reviewed. No changes were made.

(a) Electronic Communications

(b) Approval of June Minutes without Changes

(c) Outreach Report (S. Monte)

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

Motion: To approve Consent Agenda without changes (*motion by A. Cherrette, second C. Noordyk*).

Action: Motion passed unanimously.

IV. Public Comment Period: Board Recorder noted that the election for Board Secretary was postponed at the June meeting. Election of Board Secretary was added to the agenda.

V. Presentation from Great Lakes Business Network (Jim Lively): Jim Lively introduced himself and discussed the Great Lakes Business Network and the current issues the organization is addressing.

Discussion was held about opportunities related to joining the GLBN. Board discussed how involvement with GLBN would fit with the Board's annual plan of work addressing climate change. Discussion was held about remaining politically neutral.

Motion: To join the Great Lakes Business Network (*motion by R. Kochis, second A. Cherrette*).

Action: Motion passed unanimously.

VI. GM Monitoring

- (a) Store Report (M. Gougeon): GM provided written report prior to the meeting. GM reported about mask mandate and noted a door person has been hired. GM reported about instituting a firearms ban in the store and is bringing the issue to the Board for its consideration. GM reported on sales growth. MFC is working with NCG to improve center store. GM also reported that the MFC will be working with the distributor Super Valu.
- (b) 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.

GM reported that he is using NCG guidance to begin planning on a quarterly basis. GM reported about the PPP, the MFC's cash position, and current ratio.

VII. Public Comment Period: P. Britton discussed making online meetings more open to the public. S. Monte offered to explore options. E. Zimmerman noted the ability to livestream meetings. E. Zimmerman also commented on green energy and shared thoughts about pros and cons.

VIII. Board Monitoring & Discussion

(a) Committee Reports and Discussion:

- i. GM Evaluation (P. Britton, C. Noordyk, R. Kochis, M. Augustyn, M. Linck): Did not meet.
- ii. Finance (R. Kochis, P. Britton, H. Bush, Z. Eppensteiner): Committee met and reported on quarterly planning, sales, and tourism. It was noted that sales in produce, meat, and general merchandise are up. Committee discussed web store and preferred shares.

Motion: To explore the feasibility and cost of paying out preferred shares through the end of the year if the cash position allows for it (*motion by Z. Eppensteiner, second A. Cherrette*)
Action: Motion passed unanimously.
- iii. Owner Linkage (C. Noordyk, A. Cherrette, K. Cantway): Did not meet. C. Noordyk requested that another member assume the role of committee chair.
- iv. Elections & Orientation (M. Linck, H. Bush, R. Kochis, Z. Eppensteiner): Did not meet but is working by email to update binders. It was noted that P. Britton's final term is up in 2021 and C. Noordyk and M. Linck are up for reelection.
 - I. Elections & Orientation Committee Work Begins
- v. Governance (P. Britton, A. Cherrette, M. Augustyn, K. Cantway): Did not meet.

- vi. Anti-Racism Ad Hoc: Committee charter was discussed. Committee will meet again in two weeks.

(b) Policy Review: Policy review was conducted online prior to the meeting.

- i. G1 – Governing Style: G1.3 was discussed. The following change was proposed:
The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, committee work, policy-making principles, respect of roles and ensuring the continuance of governance capability.

Motion: To update language of G1.3 as written above (*motion by M. Linck, second H. Bush*).

Action: *Motion passed unanimously.*

(c) Election of Board Secretary: M. Augustyn was nominated for Secretary by M. Linck.

Action: *M. Augustyn elected unanimously.*

IX. Board's Annual Plan of Work

X. Public Comment Period: S. Monte commented that K. Cantway would be a great member on the Elections & Orientation Committee. Committee will follow up. Board discussed appreciation for staff.

XI. Closings:

(a) August Assignments:

- i. Store Report (M. Gougeon)
- ii. L5 – Financial Condition 2nd Quarter (M. Gougeon)
- iii. GM Evaluation of the Board (M. Gougeon)
- iv. Committee Reports and Discussion
- v. Review and Approve Committee Charters and Procedures
- vi. G2 – Board Job Description
- vii. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of July Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)

XII. Motion to adjourn at 7:51 p.m. (*motion by A. Cherrette, second M. Linck*)

Action: *Motion passed unanimously.*

Next Board Meeting: August 18, 2020 at 6:00 p.m.

Emily Weddle
Board Recorder