

**Minutes of the
Marquette Food Co-op Board of Directors
Online Meeting
October 20, 2020**

Start time: Meeting was called to order by president Phil Britton at 6:06 p.m.

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

Absent: A. Cherrette (*excused*).

Staff: GM Matt Gougeon, Sarah Monte.

Public: Eli Hopp, Gabriel Hudson, Sally McQueen, Tom Rulseh, Lissa.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The meeting was conducted online. Executive Session was added after Closings.

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

Action: *Motion passed unanimously.*

III. Consent Agenda: Discussion was held about Electronic Communications and Outreach.

- (a) Electronic Communications: It was noted that the board voted by email in support of the MFC's mask policies.
- (b) Approval of September Minutes without changes
- (c) Outreach Report (S. Monte): P. Britton noted S. Monte's participation with Michigan Food Summit and the Michigan Farm to Institution Meeting.
- (d) UP Food Exchange Report (S. Monte)

Motion: To approve Consent Agenda with changes (*motion by R. Kochis, second K. Cantway*).

Action: *Motion passed unanimously.*

IV. Public Comment Period: Sally McQueen, Tom Rulseh, Eli Hopp, and Lissa introduced themselves and shared about their backgrounds and interests in joining the board. Gabriel Hudson introduced himself as an employee of the MFC.

V. GM Monitoring:

- (a) Store Report (M. Gougeon): GM provided a written report prior to the meeting and noted that sales continue to be strong. GM reported about webstore sales, MFC's safety measures, changes to executive orders, employee benefits, and the budgeting process for next year. GM discussed the increase in cases of COVID-19 in Marquette. Upcoming holidays and promotions were also discussed. Board inquired about staff emergency time-off and discussion was held. Board inquired about staff response to potentially increasing the number of customers in the store. GM noted that the change recently took effect and discussed how potential changes will be managed.

- (b) L7 – Asset Protection (M. Gougeon): Board received the report prior to the meeting and came prepared to act.

Interpretation reasonable: Yes.

Adequate Data to determine compliance/accomplishment: Yes.

Does the data demonstrate compliance/accomplishment: Yes.

The report was accepted as in compliance.

Discussion was held about the report. GM responded to questions about IT asset protection and insurance costs.

VI. Public Comment Period: None.

VII. Board Monitoring & Discussion:

(a) Committee Reports and Discussion:

- i. GM Evaluation (P. Britton, C. Noordyk, R. Kochis, M. Augustyn, M. Linck): Met in September. Further discussion will be held during Executive Session.
- ii. Finance (R. Kochis, P. Britton, H. Bush, Z. Eppensteiner): Committee met and discussed PPP, consideration of a patronage rebate, employee benefits, daily sales, the 5/2 Plan, and work with NCG for center store.
- iii. Owner Linkage (K. Cantway, C. Noordyk, A. Cherrette): Committee met and is working on website content. Committee invited board feedback. Discussion was held about board bagging experiences.
- iv. Elections & Orientation (M. Linck, H. Bush, R. Kochis, Z. Eppensteiner): Committee reported about candidates and additional nominations.
- v. Governance (P. Britton, A. Cherrette, M. Augustyn, K. Cantway): Met and discussed education opportunities. Committee will revisit potential changes to Global Ends and discussion of any potential bylaws changes. Discussion was held about board member attendance and evaluating board member engagement.
- vi. Anti-Racism Ad Hoc: Did not meet. Discussion was held about establishing a chair for the committee to lead future committee work and schedule committee meetings.

(b) Policy Review:

- i. G4 –Board Members’ Code of Conduct: Board shared input prior to the meeting via online survey. Governance committee will use board responses to rewrite G4. Discussion was held.

- (c) Co-op Month: October is Co-op Month. Monte reported on online engagement, new member enrollment, and MFC events.

- (d) Board Budget Finalized: Budget was finalized at September meeting.
- (e) Begin 3 Month Opening for Board Nominations: Nominations are underway.
- (f) Set Retreat Date: Date was not set.

VIII. Board's Annual Plan of Work

IX. Public Comment Period: Gabriel Hudson voiced his concerns and suggested the need for sensitivity training. GM invited Gabriel to speak with him and Human Resources Director Dave Kalishek about his concerns. Gabriel also inquired about contributing to the anti-racism ad-hoc committee. Board thanked him for attending the meeting and for his willingness to bring up his concerns.

Sally M. shared positive feedback and expressed her enjoyment of a recent experience hearing live music when being greeted at the MFC.

X. Closings:

(a) November Assignments:

- i. Store Report (M. Gougeon)
- ii. L5 – Financial Condition 3rd Quarter (M. Gougeon)
- iii. L9 – GM Succession (M. Gougeon)
- iv. GM Evaluation
- v. Review and Reevaluate Moratorium on Preferred Share Redemptions
- vi. 2019 Financial Review (Laura Provost and Paul Nardi)
- vii. G5 – Board Committee Principles
- viii. D2 – Accountability of the General Manager
- ix. Committee Reports and Discussion
- x. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of October Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)

XI. Closed Session:

Motion: To enter into closed session at 7:48 p.m. (*motion by R. Kochis, second H. Bush*).

Action: *Motion passed unanimously.*

Motion: To return from closed session at 8:26 p.m. (*motion by C. Noordyk, second Z. Eppensteiner*).

Action: *Motion passed unanimously.*

Motion: To take the GM committee recommendation of a contract to GM Matt Gougeon for the dates starting January 1, 2021 and ending December 31, 2022 (*motion by R. Kochis,*

second H. Bush).

Action: Motion passed unanimously.

XII. Motion to adjourn at 8:30 p.m. (*motion by H. Bush, second C. Noordyk.*)

Action: Motion passed unanimously.

Next Board Meeting: November 17, 2020 at 6:00 p.m.

Emily Weddle
Board Recorder