

**Minutes of the
Marquette Food Co-op Board of Directors
Online Meeting
November 17, 2020**

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, Z. Eppensteiner, R. Kochis, M. Linck, C. Noordyk.

Absent: A. Cherrette (*excused*).

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

Public: Laura Provost, Paul Nardi, Tom Rulseh, Sally McQueen.

II. Preliminaries:

(a) Approval of Agenda & Additions: The meeting was conducted online.

Motion: To approve agenda without changes (*motion by R. Kochis, second K. Cantway*).

Action: Motion passed unanimously.

III. Consent Agenda:

(a) Electronic Communications:

October 22, 2020 Email Communication:

Motion: To authorize Matt Gougeon to put the offer in, at the asking price, with final commitment contingent on another board discussion and vote (*motion by P. Britton, second A. Cherrette*).

Action: Motion passed, 5 aye, 2 nay.

November 2, 2020 Online Meeting:

Motion: Motion to form a committee to look into business expansion, but at this time not move forward with the house purchase (*motion by R. Kochis, second M. Augustyn*).

Action: Motion passed, 5 aye, 3 nay.

(b) Approval of October Minutes without changes

(c) Outreach Report (S. Monte)

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

Motion: To approve Consent Agenda with changes (*motion by M. Linck, second Z. Eppensteiner*).

Action: Motion passed unanimously.

IV. Public Comment Period: None.

V. 2019 Financial Review (Laura Provost and Paul Nardi): Report was provided to the board prior to the meeting. Accountants reviewed assets and liabilities, profit and loss, preferred share and member equity, statements of cash flow, and footnotes. Discussion was held about the financial review and possibility of having a full opinion audit and observation of inventory counts.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided prior to the meeting. GM reported on sales. GM also reported on the impacts of COVID-19. Staffing and paid sick time benefits were discussed. GM reported on recent orders from the Governor and discussed staff working from home. GM also reported on UNFI/SuperValu program that will be available to the MFC in 2021. Board discussed potential staff shortages and volunteered to help in the store if needed. Discussion was held about staffing at the door and safety measures.
- (b) L5 – Financial Condition 3rd Quarter (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, except for L5.6.

Acceptable plan for compliance/accomplishment: Yes.

Accepted with acknowledgment of non-compliance.

- (c) L9 – GM Succession (M. Gougeon): Postponed to December.

VII. Public Comment Period: None.

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. Process is complete.
- ii. Finance (R. Kochis, P. Britton, H. Bush, Z. Eppensteiner): Met prior to the meeting. Discussed dividend payments for preferred shares.

Motion: To allow case by case consideration for preferred share owners who wish to redeem their preferred shares (*motion by* R. Kochis, *second* Z. Eppensteiner).

Action: Motion passed unanimously.

It was noted that this would supersede the previous motion made a few months ago. This would allow preferred share holders facing special circumstances to redeem their shares. Past preferred share redemptions have been for share holders who have moved out of state. GM would bring all requests for preferred share redemption to the board.

Committee also discussed the costs associated with having an opinion audit instead of a financial review. Option to have procedures tested instead of a complete audit was also discussed. Committee discussed staff bonuses. Board discussed staff appreciation. PPP was discussed.

- iii. Owner Linkage (K. Cantway, C. Noordyk, A. Cherrette): Committee continued working on website content, board bios, and annual calendar of owner linkage opportunities. Committee also discussed opportunities to support staff and show appreciation.
- iv. Elections & Orientation (M. Linck, H. Bush, R. Kochis, Z. Eppensteiner): Did not meet but worked over email. There are five candidates running for three open positions: Tom Rulseh, Sally McQueen, Brian Bouton, Eli Hopp, and Mary Pat Linck. Orientation information was discussed.
- v. Governance (P. Britton, A. Cherrette, M. Augustyn, K. Cantway): Discussed revisions to G4.5.1. Committee also discussed having committee chairs provide written reports prior to board meetings. G4.3.3 was also raised for discussion.
- vi. Anti-Racism Ad Hoc: A. Cherrette volunteered to chair the committee. It was proposed that the committee meet monthly during the first Monday of each month at 4:15 p.m. Board discussed working with a consultant for education opportunities. C. Noordyk reported on meeting with LaDonna Sanders Redmond to discuss education and training opportunities. C. Noordyk provided information about the program, which utilizes the Intercultural Development Inventory assessment tool. Fees and budget were discussed.

(b) Policy Review:

- i. G4 – Board Members’ Code of Conduct: Board reviewed G4.5.1 by survey prior to the meeting. Discussion was held about clarifying attendance expectations.
- ii. G5 – Board Committee Principles: It was suggested that “he or she” be changed to “they.”
- iii. D2 – Accountability of the General Manager: No changes were made.

(c) GM Evaluation: Completed in October.

(d) Review and Reevaluate Moratorium on Preferred Share Redemptions: Discussion was held during Finance Committee report.

IX. Board’s Annual Plan of Work: None

X. Public Comment Period: None.

XI. Closings:

(a) December Assignments:

- i. Store Report (M. Gougeon)
- ii. L6 – Budgeting and Financial Planning (M. Gougeon)
- iii. L9 – GM Succession (M. Gougeon)
- iv. Committee Reports and Discussion
- v. BOD Candidate Nomination Period Ends
- vi. Sign Contract with GM
- vii. G6 – Governance Investment
- viii. Consent Agenda:
 1. Electronic Communications
 2. Approval of November Minutes
 3. Outreach Report (S. Monte)
 4. UP Food Exchange Report (S. Monte)

XII. Motion to adjourn at 8:27 p.m. (*motion by K. Cantway, second H. Bush*).

Action: Motion passed unanimously.

Next Board Meeting: December 15, 2020 at 6:00 p.m.

Emily Weddle
Board Recorder