

**Minutes of the  
Marquette Food Co-op Board of Directors  
Online Meeting  
December 15, 2020**

**Start time:** Meeting was called to order by president Phil Britton at 6:05 p.m.

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

**Absent:** None.

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

**Public:** None.

**II. Preliminaries:**

- (a) Approval of Agenda & Additions: The meeting was conducted online. Closed session was added before closings.

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

*Action:* Motion passed unanimously.

**III. Consent Agenda:** Consent agenda was reviewed.

- (a) Electronic Communications  
(b) Approval of November Minutes without changes  
(c) Outreach Report (S. Monte)  
(d) UP Food Exchange Report (S. Monte)

*Motion:* To approve Consent Agenda without changes (*motion by M. Linck, second K. Cantway*).

*Action:* Motion passed unanimously.

**IV. Public Comment Period:** None.

**V. GM Monitoring:**

- (a) Store Report (M. Gougeon): GM reported on November sales including webstore and Thanksgiving sales. GM reported on impact of COVID on staffing and operations. Discussion was held about planning for the year ahead.
- (b) L9–GM Succession (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.

*Report was accepted as in compliance.*

- (c) L6–Budgeting and Financial Planning (M. Gougeon): Board received the report prior to the meeting and came prepared to act. L6.1 and current ratio were discussed. Governance investment was discussed. GM reported on financial plan and strategic plan written last year, and noted impacts of the pandemic. Cash on hand was discussed. GM reported on tools used for the budget. Personnel costs were discussed.

*Interpretation reasonable: Yes.*

*Adequate Data to determine compliance/accomplishment: Yes.*

*Does the data demonstrate compliance/accomplishment: Yes, except L6.1.*

*Report was accepted as in compliance, with the exception of L6.1.*

**VI. Public Comment Period:** Board congratulated Z. Eppensteiner who was recently promoted to CEO at the Community Foundation of Marquette County.

**VII. 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 and discussed email from accountants.

*Motion:* To authorize GM to move ahead with appropriate financial and fiscal tests as determined by management and accountants in the coming year and a full audit the following year (*motion by R Kochis, second Z. Eppensteiner*)

*Action: Motion passed unanimously.*

Committee also reported on finances, personnel costs, and patronage.

- iii. Owner Linkage (K. Cantway, C. Noordyk, A. Cherrette): Met with S. Monte to discuss the Annual Meeting which will be virtual this year. Ideas for engagement were discussed. Committee also noted that next year is the MFC's 50<sup>th</sup> anniversary. Board members were invited to sign up to greet customers and wipe carts in the store. K. Cantway, A. Cherrette, P. Britton will work together to plan the Board Retreat.
- iv. Elections & Orientation (M. Linck, H. Bush, R. Kochis, Z. Eppensteiner): Did not meet. There are five candidates running for three seats.
- v. Governance (P. Britton, A. Cherrette, M. Augustyn, K. Cantway): Did not meet.

- vi. Anti-Racism Ad Hoc (A. Cherrette, Z. Eppensteiner, P. Britton, H. Bush, C. Noordyk): Committee met and discussed training opportunities and committee engagement. Committee discussed ideas for guest speakers.

(b) Policy Review:

- i. G6–Governance Investment: Board reviewed policy prior to the meeting. Board discussed G6.1.4 and efforts to maintain an active link to member’s views and values. Administrative support and updating board binders were discussed. It was noted that Z. Eppensteiner is working on creating a master binder. Board education was also discussed. Further discussion will continue at the retreat. Governance committee will review language to clarify wording for G6.

(c) Board Candidate Nomination Period Ends: Nomination period ends January 15.

(d) Sign Contract with GM: Discussion will be held during closed session.

**VIII. Board’s Annual Plan of Work:** None

**IX. Public Comment Period:** None.

The board retreat will be held virtually on January 9 from 9 a.m. to 12 p.m.

**X. Closed Session:**

*Motion:* To enter Closed Session at 7:34 p.m. (*motion by C. Noordyk, second A. Cherrette*)

*Action:* Motion passed unanimously.

*Motion:* To return from Closed Session at 8:32 p.m. (*motion by C. Noordyk, second R. Kochis*).

*Action:* Motion passed unanimously.

**XI. Closings:**

(a) January Assignments:

- i. Store Report (M. Gougeon)
- ii. L10–Board Logistical Support (M. Gougeon)
- iii. L9–GM Succession (M. Gougeon)
- iv. Committee Reports and Discussion
- v. Newsletter Bios for BOD Candidates Due
- vi. Consider Outside Audit
- vii. Annual Plan of Work
- viii. Annual Retreat (January 9)
- ix. G7–Board President’s Role
- x. Consent Agenda:
  - 1. Electronic Communications
  - 2. Approval of December Minutes

3. Outreach Report (S. Monte)
4. UP Food Exchange Report (S. Monte)

**XII. Motion to adjourn at 8:35 p.m. (*motion by A. Cherrette, second M. Linck*).**

*Action: Motion passed unanimously.*

**Next Board Meeting: January 19, 2020 at 6:00 p.m.**

Emily Weddle  
Board Recorder