

**Minutes of the
Marquette Food Co-op Board of Directors
Online Meeting
February 16, 2021**

Start time: Meeting was called to order by president Phil Britton at 6:04 p.m.

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

Absent: Z. Eppensteiner (*excused*).

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

Public: Tom Rulseh, Patrick Thomson.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The meeting was conducted online. Board moved discussion of the Annual Ends report to the March meeting.

Motion: To move Annual Ends Report to March agenda (*motion by* R. Kochis, *second* M. Linck.)

Action: Motion passed unanimously.

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

Action: Motion passed unanimously.

III. Consent Agenda:

- (a) Electronic Communications:

February 5, 2021 Email Communication: Discussion was held about reimbursing local merchants who donated items for the 2020 annual meeting raffle that was canceled. The merchants who donated items for the canceled 2020 raffle have been paid for the value of the items which will now be raffled off at this year's meeting.

Motion: To approve the purchase of local items that were donated by local businesses for the annual meeting (*motion by* K. Cantway, *second* M. Augustyn).

Action: Motion passed, 7 aye.

- (b) Approval of January Minutes with changes: It was noted that the draft January minutes were edited to include the addition of Lissa Potter's last name.

- (c) Outreach Report (S. Monte)

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

Motion: To approve Consent Agenda with changes (*motion by A. Cherrette, second C. Noordyk*).

Action: Motion passed unanimously.

IV. Public Comment Period: Tom Rulseh shared positive feedback about receiving the MFC's flyer in the mail.

V. Accountant Presents Year End Financials to the Board (Patrick Thomson, CPA)

Patrick Thomson shared about his work over the past 15 years with the MFC. He noted that he does quarterly compilations, not an audit or financial review. Thomson emphasized the work of MFC accountant Kat Eaton and noted that 2020 was a good year for the MFC. Cash flow and PPP were discussed. Board raised questions about considerations for the future and discussion was held. Board thanked Thomson for his work.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): GM reported that January sales were good. GM reported on February sales and webstore sales. GM reported on Prepared Foods and considerations for the future. Potential option for sushi at the MFC was discussed. GM reported on vaccinations.

HR Director Dave Kalishek introduced himself and discussed his responsibilities at the MFC. Changes in HR related to COVID were noted. Kalishek reported on plans for 2021. Board thanked Kalishek for his work.

- (b) L5–Financial Condition 4th 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: No.

Was there an acceptable plan including a timeline for compliance/accomplishment: Yes.

Is the Board prepared to proceed without additional information: Yes.

Report was accepted with acknowledgement of non-compliance.

Board discussed changing the benchmark for current ratio. Discussion was held.

Motion: To update L5.6a to a current ratio of 1.5:1 (*motion by M. Augustyn, second R. Kochis*).

Action: Motion passed unanimously.

VII. Public Comment Period: Discussion was held about the MFC's use of refrigerated truck.

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 discussed the patronage rebate, potential bylaws change, how rebate will be calculated, and possible dates. Committee also discussed long-term debt and dividend payments.
 1. Patronage Dividend Discussion: GM discussed recommendation to form ad hoc bylaws committee to address change to bylaws related to patronage dividend. GM reported on how patronage is determined and tax implications.

Motion: To postpone a decision on patronage rebate until taxable income for 2020 is known and until the bylaws appropriately address patronage rebate (*motion by* R. Kochis, *second* M. Linck).
Action: *Motion passed unanimously.*

Motion: To form ad hoc bylaws committee to address necessary bylaws changes related to patronage rebate and any other bylaws changes deemed necessary (*motion by* R. Kochis, *second* A. Cherrette).
Action: *Motion passed unanimously.*

M. Augustyn, A. Cherrette, R. Kochis, and H. Bush volunteered to serve on ad hoc bylaws committee. Board discussed inviting Z. Eppensteiner to join committee. If Z. Eppensteiner is unavailable to serve, M. Linck volunteered to serve as replacement. GM and Michelle Halley will work with committee.

- iii. Owner Linkage (K. Cantway, C. Noordyk, A. Cherrette): Met with Sarah Monte to discuss annual meeting, which will be held Thursday, March 18, 6:30–7:30 p.m. Logistics for online meeting and raffle purchases were discussed. Book selection was discussed. E. Zimmerman volunteered to help with technical aspects. Board Picks opportunities were discussed.
- iv. Elections & Orientation (M. Linck, H. Bush, R. Kochis, Z. Eppensteiner): Committee is creating master binder. Discussion was held about responsibility of updating binders that are passed on to new board members. Orientation dates in April and May were noted.
- v. Governance (P. Britton, A. Cherrette, M. Augustyn, K. Cantway): Met and discussed having MFC board members attend other board meetings to connect with other boards.

- vi. Anti-Racism Ad Hoc (A. Cherrette, Z. Eppensteiner, P. Britton, H. Bush, C. Noordyk): Met and discussed working with other organizations, as well as discussing with other boards how they approach social and racial equity.

(b) Policy Review: Survey results for G8 and D3 will be sent by email and discussion will be held at next meeting.

- i. G8–Vice President’s Role: Discussion postponed.
- ii. D3–Delegation to the General Manager: Discussion postponed.

(c) Certify Membership: Board Secretary will certify membership.

Discussion was held about strategies for updating board policies online and updating individual binders. It was noted that the Board Recorder uploads agendas, minutes, and GM’s reports and supporting documents online. Board Secretary uploads updates to policy.

(d) Set Annual Patronage: Discussion was held during Finance Committee report.

IX. Board’s Annual Plan of Work: No discussion was held.

X. Public Comment Period: S. Monte reported on status of the board’s donation to food pantries.

XI. Closings:

(a) March Assignments:

- i. Board Elections
- ii. Annual Membership Meeting
- iii. Begin CCMA Planning
- iv. G10–Secretary’s Role
- v. G8–Vice President’s Role
- vi. D3–Delegation to the General Manager
- vii. Store Report (M. Gougeon)
- viii. Annual Ends Report (M. Gougeon)
- ix. L4–Membership (M. Gougeon)
- x. Committee Reports and Discussion
- xi. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of February Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)

XII. Motion to adjourn at 8:04 p.m. (*motion* by A. Cherrette, *second* C. Noordyk).
Action: Motion passed unanimously.

Next Board Meeting: March 16, 2021 at 6:00 p.m.

Emily Weddle
Board Recorder