

**Minutes of the
Marquette Food Co-op Board of Directors
Online Meeting
April 20, 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,
Z. Eppensteiner, R. Kochis, M. Linck, C. Noordyk.

Absent: None.

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

Public: B. Bouton (*board member-elect*), K. Pierfelice (*board member-elect*),
Sally McQueen, Sue Perry.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The meeting was conducted online. Board reviewed the agenda. Closed Session was added after Closings.

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

Action: Motion passed unanimously.

- III. Consent Agenda:** Approval of updated policy register was added to the Consent Agenda. Board received Outreach and UP Food Exchange Reports prior to the meeting. Further discussion was held about grant opportunity from the Michigan Health Endowment Fund. Collaborative opportunities were discussed.

- (a) Electronic Communications
(b) Approval of March Minutes without changes
(c) Approval of Annual Meeting Minutes without changes
(d) Approval of Updated Policy Register
(e) Outreach Report (S. Monte)
(f) UP Food Exchange Report (S. Monte)

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

Action: Motion passed unanimously.

- IV. Public Comment Period:** None.

- V. Board Education:** None

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided prior to the meeting. GM reported that March and April sales have been good. GM reported that the MFC

has signed a contract with Ace Sushi. GM also reported about vaccinations, quarantines, and masking at the store. GM discussed the economic climate and expectations for the future.

- (b) L8–Communication and Counsel to the Board (M. Gougeon): Report was received prior to the meeting.

Interpretation reasonable: Yes.

Adequate Data to determine compliance/accomplishment: Yes.

Does the data demonstrate compliance/accomplishment: Yes.

Report was accepted as in compliance.

VII. Public Comment Period: Sally McQueen shared about experiences with other Zoom meetings and noted issues pertaining to meeting security. Board discussed logistics related to hosting Zoom meetings.

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): Met prior to the meeting. Discussion was held about board stipends which are a monthly store credit at the MFC.

Motion: For officers to receive a stipend of \$115 per month and other board members to receive a stipend of \$85 per month starting next month. (*motion by* R. Kochis, *second* C. Noordyk).

Action: Motion passed.

Motion: To direct GM to develop a plan for the use of cash on hand for potential purchase of business, for patronage rebate, to pay down long-term debt, and to have sufficient cash on hand as needed (*motion by* R. Kochis, *second* M. Augustyn).

Action: Motion passed unanimously.

- iii. Owner Linkage (K. Cantway, C. Noordyk, A. Cherrette): Committee discussed moving the book club discussion to October for Co-op Month. Committee is working with Kelsie in Outreach to use social media. Staff Picks and Fresh Feed were discussed. Planning for next year's Annual Meeting was also discussed.
- iv. Elections & Orientation (M. Linck, H. Bush, R. Kochis, Z. Eppensteiner): First orientation with incoming board members took place last week.

- v. Governance (P. Britton, A. Cherrette, M. Augustyn, K. Cantway): Met and reviewed updates to the policy register and worked on a process for policy updates. Governance committee will send a survey reviewing policies according to board calendar. Committee will revise policies based on survey responses and will send updated policies to the board prior to the next meeting. Updated policies will be on the Consent Agenda for approval. Discussion was held about connecting with other boards in the community. A. Cherrette reached out to Start the Cycle and shared information from responses from their board.
 - vi. Diversity Equity and Inclusion Ad Hoc (A. Cherrette, Z. Eppensteiner, P. Britton, H. Bush, C. Noordyk): The committee met and was joined by GM to discuss having a third party assessment. Committee discussed collection of demographic information. Discussion was held. It was noted that the committee has changed its name.
- (b) Policy Review: Survey for G11 will be sent to board before the next meeting and will be on the Consent Agenda.
- i. D4–Monitoring General Manager Performance: Survey was conducted prior to the meeting.
- (c) Orientation Procedure Begins: Orientation process is underway.
- (d) Earth Day: The board did not plan any events this year. Discussion was held.
- (e) Update Directory: Updated contact information will be sent to Board Recorder.

IX. Board’s Annual Plan of Work: No report.

X. Public Comment Period: Sally McQueen expressed her thanks for being able to attend the meeting.

XI. Closings:

(a) May Assignments:

- i. Set Board Calendar
- ii. Assign Monitoring
- iii. Store Report (M. Gougeon)
- iv. L5–Financial Condition 1st Quarter (M. Gougeon)
- v. GM Evaluation of the Board (M. Gougeon)
- vi. Committee Reports and Discussion
- vii. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of April Minutes
 - 3. Updated Policy Register (G11–Board Treasurer’s Role)
 - 4. Outreach Report (S. Monte)

5. UP Food Exchange Report (S. Monte)

XII. Closed Session

Motion: To move into closed session at 7:34 p.m. (*motion by R. Kochis, second A. Cherrette*).

Action: Motion passed unanimously.

Motion: To move into open session at 8:18 p.m. (*motion by A. Cherrette, second M. Augustyn*).

Action: Motion passed unanimously.

Motion: For permission to make an offer for the purchase of the Marquette Baking Company (*motion by R. Kochis, second A. Cherrette*).

Action: Motion passed unanimously.

XIII. Motion to adjourn at 8:22 p.m. (*motion by C. Noordyk, second M. Linck*).

Action: Motion passed unanimously.

Next Board Meeting: May 18, 2021 at 6:00 p.m.

Emily Weddle
Board Recorder