

**Minutes of the
Marquette Food Co-op Board of Directors
October 19, 2021 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 6:03 p.m.

Roll call: M. Augustyn, B. Bouton, H. Bush, K. Cantway, A. Cherrette, Z. Eppensteiner, R. Kochis, K. Pierfelice, M. Linck.

Absent: none.

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

Public: None.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The meeting was held in person and online. No changes were made.

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

Action: *Motion passed unanimously.*

III. Consent Agenda: Consent agenda was reviewed.

- (a) Electronic Communications

October 5, 2021 Email Communication

Motion: To allow the purchase of a delivery van through financing for \$25,000 and a down payment of \$10,000 (*motion by* K. Pierfelice, *second* B. Bouton).

Action: Motion passed, 7 aye, 1 nay

- (b) Approval of September Meeting Minutes
(c) Outreach Report (S. Monte)
(d) UP Food Exchange Report (S. Monte)

Motion: To approve consent agenda (*motion by* R. Kochis, *second* K. Cantway).

Action: *Motion passed unanimously.*

IV. Public Comment Period: None.

V. Board Education: A. Cherrette reported that she and Z. Eppensteiner attended events at NMU for Indigenous People's Day. Discussion was held about how the MFC can acknowledge and recognize indigenous cultures.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided prior to the meeting. GM reported that sales are still strong. The MFC has undergone a center store reset assisted by UNFI. GM reported that he attended the NCG fall meeting. GM

updated the board about the ongoing supply chain issues and explained how the MFC is addressing supply issues. GM reported on how helpful NCG has been to the the MFC and other co-ops. He also reported on how other co-ops are doing, noting many co-op expansions in the region. Discussion was held about NCG's development of systems for member stores and what that might mean for the MFC in the future. Discussion was also held about supply chain problems, distributors, the impacts of the pandemic, and thoughts about the future.

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

Operational definition/interpretation reasonable: Yes.

Adequate Data to determine compliance/accomplishment: Yes.

Does the data demonstrate compliance/accomplishment: Yes.

Report was accepted as in compliance with a reasonable interpretation of the policy.

- (c) L11–Strategic Planning (M. Gougeon): Board discussed the policy, particularly noting 11.2.1 and 11.2.2. Discussion was held about how broad the policy is and whether the GM should be directed by policy to develop the strategic plan. The policy will be reviewed by the governance committee and will be further discussed at the November meeting.

VII. Public Comment Period: Mary Moe inquired whether the board creates its own strategic plan. Discussion was held about ends policies and the board's annual plan of work.

VIII. Board Monitoring & Discussion:

- (a) Committee Reports and Discussion:

- i. GM Evaluation (M. Augustyn, A. Cherrette, R. Kochis, K. Cantway, K. Pierfelice, B. Bouton): Met to discuss the GM evaluation process. Notes were emailed to the board.
- ii. Finance (R. Kochis, K. Pierfelice, Z. Eppensteiner, H. Bush): Met and discussed the board budget for 2022. Changes to board budget were noted and an updated board budget was provided to the board.

Motion: To accept the board budget as presented by the finance committee (*motion by* R. Kochis, *second* K. Pierfelice).

Action: Motion passed unanimously.

Committee discussed income from the third quarter, bakery sales, and plans for the patronage rebate.

- iii. Owner Linkage (A. Cherrette, K. Cantway, B. Bouton): Committee discussed book club event. Moving forward the committee will be making book recommendations based on ends policies. Board bagging was also discussed. Membership drives were discussed.
- iv. Elections & Orientation (M. Linck, R. Kochis, B. Bouton): Report was provided by email.
- v. Governance (M. Augustyn, Z. Eppensteiner, H. Bush, M. Linck): Met this month and held a special meeting of owners concerning the proposed bylaws change. Voting was discussed. Bylaws will be updated.
- vi. Diversity, Equity, and Inclusion (A. Cherrette, Z. Eppensteiner, H. Bush): Committee invited suggestions for speakers.

(b) Board Budget Finalized

(c) Begin 3 month opening for board nominations

(d) Co-op Month: GM updated the board on new memberships.

(e) Set Retreat Date: Tentative date set for January 29. Discussion was held about having a facilitator for the retreat and budgeting for related expenses. Discussion was held about surveying the membership and consulting with staff about key issues prior to the retreat in order to make sure revisions to the ends reflect the values of the ownership.

IX. Public Comment Period: None.

X. Closings:

(a) November Assignments:

- i. Financial Review (Paul Nardi and Laura Provost)
- ii. GM Evaluation
- iii. Review and Reevaluate Moratorium on Preferred Share Redemptions
- iv. Store Report (M. Gougeon)
- v. L5–Financial Condition 3rd Quarter (M. Gougeon)
- vi. L9–GM Succession (M. Gougeon)
- vii. Committee Reports and Discussion
- viii. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of October Minutes
 - 3. Approval of Updated Policy Register
 - a) G4–Board Members’ Code of Conduct
 - b) G5–Board Committee Principles
 - c) D2–Accountability of the General Manager
 - 4. Outreach Report (S. Monte)

5. UP Food Exchange Report (S. Monte)

- XI. Motion to adjourn at 8:13 p.m.** (*motion by R. Kochis, second A. Cherrette*).
Action: Motion passed unanimously.

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

Emily Weddle
Board Recorder