

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

Start time: Meeting was called to order by president M. Augustyn at 6:01 p.m.

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

Absent: B. Bouton (*excused*), A. Cherrette (*excused*).

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

Public: Paul Nardi, Laura Provost.

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 K. Pierfelice.*)

Action: *Motion passed unanimously.*

III. Consent Agenda: Consent agenda was reviewed.

- (a) Electronic Communications
(b) Approval of October Meeting Minutes
(c) Approval of Updated Policy Register
 i. G4–Board Members’ Code of Conduct
 ii. G5–Board Committee Principles
 iii. D2–Accountability of the General Manager
(d) Outreach Report (S. Monte)
(e) UP Food Exchange Report (S. Monte)

Motion: To approve consent agenda without changes (*motion by Z. Eppensteiner, second M. Linck.*)

Action: *Motion passed unanimously.*

IV. Public Comment Period: None.

V. Financial Review (Laura Provost and Paul Nardi): Accountants Paul Nardi and Laura Provost from Makela, Toutant, Hill, Nardi & Katona, P.C. discussed their review of financial statements for the MFC. Balance sheets, statements of operations, statements of changes in shareholder equity, and statements of cash flows were reviewed. It was noted that a financial review will be conducted for 2021 and an audit will take place in 2022.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided prior to the meeting. GM reported that October sales were strong and November sales are trending

similarly. GM updated the board about self-checkout technology that has been purchased by the MFC. The addition of Royal Foods as another distributor was discussed. GM updated the board about the bakery and delivery van. Employee benefit enrollment was discussed. GM reported that he will be participating in the Michigan Good Food Fund as a representative from the Upper Peninsula. Discussion was held about potential expansion planning. Written update was provided to the board prior to the meeting. GM reported that NCG visited the MFC in October and made recommendations. A proforma including costs and projections will be provided. Board inquired about the increase in additional space for potential expansion and discussion was held.

Motion: To grant GM the authority to spend \$2,600 to hold the Third Street space (*motion by R. Kochis, second Z. Eppensteiner*).

Action: Motion passed unanimously.

Board expressed that having the opportunity to hold the space longer will enable the board to get more information and make informed decisions. GM expressed that opening a location on Third Street will bring access to food to a larger part of the population. Competition was discussed. Board discussed its role as elected representatives of the membership and plans to send a message to MFC owners to update them about potential expansion plans.

- (b) L5–Financial Condition 3rd Quarter (M. Gougeon): Board received the report prior to the meeting and came prepared to act. A typographical error was noted.

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.

- (c) L9–GM Succession (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.

VII. Public Comment Period: Discussion was held about the free turkey promotion at the MFC. Staff shared their enthusiasm for potential Third Street expansion project.

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 with GM. Discussion will be held in closed session.

- ii. Finance (R. Kochis, K. Pierfelice, Z. Eppensteiner, H. Bush): Met to discuss September financials and debt related to potential expansion project.
- iii. Owner Linkage (A. Cherrette, K. Cantway, B. Bouton): Did not meet.
- iv. Elections & Orientation (M. Linck, R. Kochis, B. Bouton): Did not meet.
- v. Governance (M. Augustyn, Z. Eppensteiner, H. Bush, M. Linck): Committee shared information from a potential meeting facilitator for the board retreat. Board budget was discussed.

Motion: To approve up to \$1,000 for board retreat facilitation from Grow & Lead (*motion by* H. Bush, *second* R. Kochis).

Action: Motion passed unanimously.

- vi. Diversity, Equity, and Inclusion (A. Cherrette, Z. Eppensteiner, H. Bush): Met and encouraged the board to watch a documentary about indigenous food called *Gather* on Netflix.

(b) GM Evaluation: Discussion will be held during closed session at the end of the meeting.

(c) Review and Reevaluate Moratorium on Preferred Share Redemptions: Board inquired whether there have been requests for preferred share redemptions. Board discussed removing the moratorium.

Motion: To remove the moratorium on preferred share redemptions (*motion by* R. Kochis, *second* K. Cantway).

Action: Motion passed unanimously.

IX. Public Comment Period: None.

X. Closed Session:

Motion: To enter closed session at 8:11 p.m. (*motion by* Z. Eppensteiner, *second* K. Cantway).

Action: Motion passed unanimously.

Motion: To return from closed session at 8:31 p.m. (*motion by* R. Kochis, *second* K. Cantway).

Action: Motion passed unanimously.

XI. Closings:

(a) December Assignments:

- i. Board Candidate Nomination Period Ends
- ii. Store Report (M. Gougeon)
- iii. L6–Budgeting and Financial Planning (M. Gougeon)
- iv. Committee Reports and Discussion
- v. Consent Agenda:
 1. Electronic Communications
 2. Approval of November Minutes
 3. Approval of Updated Policy Register
 - a) G6–Governance Investment
 4. Outreach Report (S. Monte)
 5. UP Food Exchange Report (S. Monte)

XII. Motion to adjourn at 8:31 p.m. (*motion by R. Kochis, second K. Cantway*).

Action: Motion passed unanimously.

Next Board Meeting: December 21, 2021 at 6:00 p.m.

Emily Weddle
Board Recorder