

**Minutes of the
Marquette Food Co-op Board of Directors
December 21, 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, Dave Kalishek, Mary Moe, Sarah Monte, Evan Zimmerman.

Public: Charles Blaksmith, Dakota Shehaman.

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* R. Kochis, *second* A. Cherrette.)

Action: *Motion passed unanimously.*

III. Consent Agenda: Consent agenda was reviewed.

- (a) Electronic Communications

December 2, 2021 Email Communications: Discussion was held about holiday gifts from the board.

Motion: To spend \$256 of board funds for various holiday expenses (*motion by* A. Cherrette, *second* K. Pierfelice).

Action: *Motion passed unanimously.*

December 4, 2021 Email Communications: Discussion was held about survey from the board.

Motion: To use \$50 of board funds to use for a raffle for participants who respond to an owner/shopper survey that supports the board's efforts to revise the Ends Policies (*motion by* K. Cantway, *second* K. Pierfelice).

Action: *Motion passed unanimously.*

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

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

Action: *Motion passed unanimously.*

IV. Public Comment Period: Board candidates Chuck Blaksmith and Dakota Shehaman were introduced.

V. Board Education: None.

VI. GM Monitoring:

(a) Store Report (M. Gougeon): GM provided verbal report noting holiday sales and promotions and activity related to the holiday season. GM updated the board about 401k enrollment. GM updated the board about Covid and its impact on staffing. The MFC is currently offering paid sick leave for employees. GM reported that Claire Sauer from the Beer and Wine department is retiring and noted that she will be greatly missed.

(b,c) L6–Budgeting and Financial Planning and Third Street Discussion (M. Gougeon): Board received the L6 report and supplementary documents prior to the meeting and came prepared to act. Third Street Development proforma was also provided prior to the meeting. GM discussed the financial plan and responded to questions from the board. Data relating to average basket size and frequency of customer shopping trips was discussed. Cash on hand and statement of cash flows were discussed. Board inquired about proforma and Third Street development. Sources of funding were discussed. Board inquired about the project timeline. GM discussed construction costs and technology. Lease agreement was discussed. Board requested a more detailed timeline including financial milestones if the project moves forward.

Board thanked GM and management for their work.

Motion: That management be authorized to negotiate a lease in furtherance of the construction of the Third Street store (*motion by R. Kochis, second M. Linck*).

Action: Motion passed unanimously.

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: M. Augustyn shared supportive comments from community members about the potential Third Street store. Brian Bouton noted news articles discussing the closing of Valle’s grocery store on Third Street. Charles Blaksmith inquired about preferred share offerings.

VIII. Board Monitoring & Discussion:

(a) Committee Reports and Discussion:

i. GM Evaluation (M. Augustyn, A. Cherrette, R. Kochis, K. Cantway, K. Pierfelice, B. Bouton): Concluded last month. No report.

- ii. Finance (R. Kochis, K. Pierfelice, Z. Eppensteiner, H. Bush): Met prior to this meeting to discuss financials.
- iii. Owner Linkage (A. Cherrette, K. Cantway, B. Bouton): Met and discussed member survey about the Ends Policies.
- iv. Elections & Orientation (M. Linck, R. Kochis, B. Bouton): Met and provided written report. There are five candidates including incumbents R. Kochis, A. Cherrette, and M. Augustyn. Nomination period ends January 15.
- v. Governance (M. Augustyn, Z. Eppensteiner, H. Bush, M. Linck): Did not meet but is working on plans for the retreat. Discussion was held about scheduling a work session before the retreat.
- vi. Diversity, Equity, and Inclusion (A. Cherrette, Z. Eppensteiner, H. Bush): Met and discussed suggested resources for relevant books and podcasts, etc.

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

IX. Public Comment Period: It was noted that the Annual Meeting of Owners will be Friday, March 11, 2022.

X. Closings:

(a) January Assignments:

- i. Newsletter Bios for Board Candidates Due
- ii. Annual Plan of Work
- iii. Annual Retreat (January 29)
- iv. Store Report (M. Gougeon)
- v. L10 – Board Logistical Support (M. Gougeon)
- vi. Committee Reports and Discussion
- vii. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of December Minutes
 - 3. Approval of Updated Policy Register
 - a) G6–Governance Investment
 - b) G7–Board President’s Role
 - 4. Outreach Report (S. Monte)
 - 5. UP Food Exchange Report (S. Monte)

XII. Motion to adjourn at 7:23 p.m. (*motion by A. Cherrette, second M. Linck*).
Action: Motion passed unanimously.

Next Board Meeting: January 18, 2022 at 6:00 p.m.

Emily Weddle
Board Recorder