

**Minutes of the
Marquette Food Co-op Board of Directors
January 18, 2022 Meeting**

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

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

Absent: A. Cherrette.

Staff: GM Matt Gougeon, Mary Moe, Sarah Monte, Evan Zimmerman.

Public: Sally McQueen, Tom Rulseh, Tamara Lee Niemi

II. Preliminaries: It was noted that Brian Bouton resigned from the board.

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

Motion: To approve agenda without changes (*motion by* K. Pierfelice, *second* H. Bush.)

Action: *Motion passed unanimously.*

III. Consent Agenda: Consent agenda was reviewed and no changes were made.

- (a) Electronic Communications
(b) Approval of December Meeting Minutes
(c) Outreach Report (S. Monte)
(d) UP Food Exchange Report (S. Monte)

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

Action: *Motion passed unanimously.*

IV. Public Comment Period: None.

V. Board Education: None.

VI. GM Monitoring:

- (a) Store Report/Expansion Update (M. Gougeon): GM reported on December sales, end of year revenue, and January sales. GM reported on 401k participation among employees, the addition of a self checkout lane, and facilities maintenance that is underway. The impacts of omicron on staffing were discussed. It was noted that cooking classes have been canceled and the MFC had increased efforts related to distancing. GM reported that the financial audit is underway. GM also reported on the bakery and updated the board about the Third Street development. GM discussed the lease agreement as well as updates from the architect and engineer related to the project. Discussion was held about logistics related to loading.

- (b) L10–Board Logistical Support (M. Gougeon): Board received the L10 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: Sally McQueen thanked the MFC employees and board for everything they do to keep the store going during the pandemic.

VIII. Board Monitoring & Discussion:

- (a) Annual Retreat Planning: M. Augustyn reported on discussions with consultant and planning for the agenda. Discussion was held about retreat schedule and agenda. The retreat will be held in-person with a hybrid/virtual option for board members. Retreat discussion will include education, ends policies, and results from recent survey.

(b) Committee Reports and Discussion:

- i. GM Evaluation (M. Augustyn, A. Cherrette, R. Kochis, K. Cantway, K. Pierfelice, B. Bouton): Did not meet.
- ii. Finance (R. Kochis, K. Pierfelice, Z. Eppensteiner, H. Bush): Met prior to this meeting. Detailed discussion was held about the financing proposal from Range Bank for the Third Street development. It was noted that the proposal is dependent on an appraisal. Discussion was held about financing options.

Motion: For GM to continue negotiations with Range Bank pending outcome of appraisal and move ahead with option 2 for debt restructuring (*motion by* R. Kochis, *second* Z. Eppensteiner).

Action: Motion passed.

- iii. Owner Linkage (A. Cherrette, K. Cantway, B. Bouton): Did not meet. Annual Meeting of Owners will be held in March.
- iv. Elections & Orientation (M. Linck, R. Kochis, B. Bouton): Committee reported that there are five new candidates and two incumbent candidates. Discussion was held about candidate responsibilities including participation in board meetings.
- v. Governance (M. Augustyn, Z. Eppensteiner, H. Bush, M. Linck): Did not meet.

vi. Diversity, Equity, and Inclusion (A. Cherrette, Z. Eppensteiner, H. Bush):
Did not meet.

(c) Newsletter Bios for Board Candidates Due: It was noted that bios are submitted with applications.

IX. Public Comment Period: Tom Rulseh commented on food prices. Discussion was held about value and high quality products.

X. Closings:

(a) February Assignments:

- i. Accountant Presents Year End Financials to the Board
- ii. Certify Membership (K. Cantway)
- iii. Set Annual Patronage
- iv. Annual Plan of Work
- v. Store Report/Expansion Update (M. Gougeon)
- vi. L5–Financial Condition 4th Quarter (M. Gougeon)
- vii. Annual Ends Report (M. Gougeon)
- viii. Committee Reports and Discussion
- ix. Consent Agenda:
 1. Electronic Communications
 2. Approval of January Minutes
 3. Approval of Updated Policy Register
 - a) G6–Governance Investment
 - b) G7–Board President’s Role
 - c) G8–Vice President’s Role
 - d) D3–Delegation to the General Manager
 4. Outreach Report (S. Monte)
 5. UP Food Exchange Report (S. Monte)

XII. Motion to adjourn at 7:38 p.m. (*motion by K. Cantway, second R. Kochis*).
Action: Motion passed unanimously.

Next Board Meeting: February 15, 2022 at 6:00 p.m.

Emily Weddle
Board Recorder