

**Minutes of the
Marquette Food Co-op Board of Directors
February 15, 2022 Meeting**

Start time: Meeting was called to order by vice president A. Cherrette at 6:05 p.m.

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

Absent: None.

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

Public: Nate Frischkorn, Patrick Thomson.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The meeting was held in-person and online. Approval of updated policy register was postponed to next meeting. Closed Session was added to the end of the meeting.

Motion: To approve agenda with changes (*motion by* K. Pierfelice, *second* R. Kochis).

Action: *Motion passed unanimously.*

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

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

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

Action: *Motion passed unanimously.*

IV. Public Comment Period: Board candidate Nate Fischkorn introduced himself.

V. Accountant Presents Year End Financials to the Board: Patrick Thomson, CPA was introduced by GM. Thomson reported that the MFC's financials indicate consistency and growth. Thomson reviewed Statement of Cash Flows and metrics including gross profit margin and personnel costs. Thomson recognized the work of Kat Eaton at the MFC.

VI. GM Monitoring:

- (a) Store Report/Expansion Update (M. Gougeon): GM reported on sales and updated the board about 401k contributions. GM discussed staffing and the MFC's policy for emergency paid time off. GM reported that NCG will be testing new accounting software at the MFC. GM updated the board about Third Street expansion and financing and lease negotiations. GM also reported about NCG joint liability fund. GM also updated the board about facilities updates and staffing at the bakery. GM recognized the work of Mary Moe on this project.

- (b) L5–Financial Condition 4th Quarter (M. Gougeon): Board received the report prior to the meeting and came prepared to act. Board discussed bylaws change. Patronage dividend was discussed. It was noted that it is ongoing work with the Finance Committee as more financial information related to expansion is known.

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) Annual Ends Report (M. Gougeon): Board shared positive feedback about the report. Typographical correction was noted. Highlights from the report were discussed, including how much the MFC gives back to the community and the MFCs efforts working toward being a model workplace.

VII. Public Comment Period: None.

VIII. Board Monitoring & Discussion:

(a) Committee Reports and Discussion:

- i. GM Evaluation (M. Augustyn, A. Cherrette, R. Kochis, K. Cantway, K. Pierfelice): No report.
- ii. Finance (R. Kochis, K. Pierfelice, Z. Eppensteiner, H. Bush): Discussed financials including bakery purchases, personnel costs, and patronage rebate.
- iii. Owner Linkage (A. Cherrette, K. Cantway): Annual Meeting of Owners will be held on March 11. Work on the ends policies was discussed.
- iv. Elections & Orientation (M. Linck, R. Kochis): Elections are underway. Committee will meet next week.
- v. Governance (M. Augustyn, Z. Eppensteiner, H. Bush, M. Linck): Did not meet.
- vi. Diversity, Equity, and Inclusion (A. Cherrette, Z. Eppensteiner, H. Bush): Committee reported on participation in E.R.R.A.C.E. training and shared about their experiences during the two day training. Discussion was held about systemic racism in the food industry and how this introduction might inform a strategy for the MFC and DEI committee moving forward.

- (b) Certify Membership: Board Secretary will certify membership.

- (c) Set Annual Patronage: Moved to March meeting.

IX. Public Comment Period: None.

X. Closings:

(a) March Assignments:

- i. Board Elections
- ii. Certify Membership
- iii. Set Annual Patronage
- iv. Annual Membership Meeting (March 11)
- v. Begin CCMA Planning (June 9-11)
- vi. Store Report/Expansion Update (M. Gougeon)
- vii. L4–Membership (M. Gougeon)
- viii. Committee Reports and Discussion
- ix. Consent Agenda:
 1. Electronic Communications
 2. Approval of February Minutes
 3. Approval of Updated Policy Register
 - a) G10–Secretary’s Role
 - b) G6–Governance Investment
 - c) G7–Board President’s Role
 - d) G8–Vice President’s Role
 - e) D3–Delegation to the General Manager
 4. Outreach Report (S. Monte)
 5. UP Food Exchange Report (S. Monte)

XI. Closed Session

Motion: To enter into Closed Session at 7:44 p.m. (*motion by R. Kochis, second Z. Eppensteiner*).

Action: Motion passed unanimously.

Motion: To return from Closed Session at 8:18 p.m. (*motion by R. Kochis, second K. Pierfelice*).

Action: Motion passed unanimously.

XII. Motion to adjourn at 8:18 p.m. (*motion by R. Kochis, second K. Pierfelice*).

Action: Motion passed unanimously.

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

Emily Weddle
Board Recorder