

**Minutes of the
Marquette Food Co-op Board of Directors
June 21, 2022 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 6:10 p.m.

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

Absent: None.

Staff: GM Matt Gougeon, Evan Zimmerman, S. Monte, M. Moe, K. Eaton

Public: None.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The meeting was held in-person and online.

Motion: To approve agenda without changes (*motion by* M. Linck, *second* R. Kochis).

Action: Motion passed unanimously.

III. Consent Agenda: Consent agenda was reviewed. No changes were made.

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

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

Action: Motion passed unanimously.

IV. Public Comment Period: The board noted that S. Monte was featured in the recent issue of *Northern* magazine.

V. Board Education: A. Cherrette provided the board with copies of a wheel of power/privilege. Discussion was held regarding identities and how a tool like this can be used as a guide for trainings, speakers, and DEI committee work.

VI. GM Monitoring:

- (a) Store Report/Expansion Update (M. Gougeon): Written report was provided. GM reported on revenue and sales trends. GM discussed sales at the bakery. GM reported on CCMA and noted that the MFC's presentation was well received. Board discussed CCMA and what was learned from other cooperatives and how things might inform strategic planning in the future.
- (b) L1–Customer Treatment (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: None.

VIII. Board Monitoring & Discussion:

(a) Committee Reports and Discussion:

- i. GM Evaluation (M. Augustyn, A. Cherrette, R. Kochis, K. Cantway, K. Pierfelice): Did not meet.
- ii. Finance (R. Kochis, K. Pierfelice, Z. Eppensteiner, H. Bush): Met prior to this meeting. Committee reported on potential Third Street expansion and discussed that the MFC did not receive the Healthy Food Financing Initiative grant. Additionally, construction costs are higher than anticipated. The Finance Committee is recommending that the MFC not continue to pursue the Third Street expansion project.

Motion: That the MFC discontinue activities toward the Third Street expansion (motion by R. Kochis, second Z. Eppensteiner).

Action: Motion passed (6 aye, 1 nay).

Discussion was held. The board discussed risks and projections related to the project as well as current circumstances.

Finance Committee discussed May expenses. Potential opportunities for long term debt restructuring were discussed. Finance Committee also discussed that the patronage rebate will be coming in the next weeks.

- iii. Owner Linkage (A. Cherrette, K. Cantway): Did not meet.
- iv. Elections & Orientation (M. Linck, R. Kochis): Did not meet. Will meet next month to work on charter.
- v. Governance (M. Augustyn, Z. Eppensteiner, H. Bush, M. Linck): Did not meet but will meet this month.
 1. Board Monitoring:
 - i. G – Global Governance Commitment
 - ii. D – Global Governance-Management Connection
 - iii. L5 – Financial Condition 1st Quarter
 - iv. GM Evaluation of the Board

- vi. Diversity, Equity, and Inclusion (A. Cherrette, Z. Eppensteiner, H. Bush): Met and updated committee charter and discussed the direction of the committee. It was noted that A. Cherrette's board term is ending.
- (b) Board Terms Begin and End: It was noted that terms begin and end June 1. On future May agendas, May Closings should indicate the date terms officially begin and end.
- (c) Officer Elections: All officer candidates were running unopposed and were elected unanimously.
 - i. President: M. Augustyn
 - ii. Vice President: K. Pierfelice
 - iii. Treasurer: R. Kochis
 - iv. Secretary: K. Cantway
- (d) Form Committees:
 - i. GM Evaluation: K. Pierfelice, M. Linck, M. Augustyn
 - ii. Finance: K. Pierfelice, T. Rulseh, R. Kochis, Z. Eppensteiner
 - iii. Owner Linkage: K. Cantway, H. Bush
 - iv. Elections and Orientations: R. Kochis, M. Linck, K. Cantway
 - v. Governance: K. Pierfelice, M. Augustyn, H. Bush, R. Kochis
 - vi. Diversity, Equity, & Inclusion: T. Rulseh, Z. Eppensteiner, H. Bush

Discussion was held about GM Evaluation and Owner Linkage and whether they would function better as ad-hoc committees that form in advance of committee activities. Discussion was also held about maintaining the DEI committee as a standing board committee.
- (e) Set Annual Patronage Dividend: Postponed until September.
- (f) CCMA: Board members that attended CCMA shared about experiences and insights from CCMA, including sessions related to GM-board relations, owner linkage, and streamlining board processes. Discussion was held. Board discussed its role as representatives of the members.
- (g) Board Social: Tentatively scheduled for Tuesday, July 19, 7-9 pm, following the regular board meeting.

IX. Public Comment Period: Z. Eppensteiner thanked A. Cherrette for her leadership on the DEI committee and her service on the board.

X. Closings:

(a) July Assignments:

- i. Review Committee Charters and Procedures
- ii. Committee Report for Newsletter (Finance)
- iii. Store Report (M. Gougeon)
- iv. L6–Budgeting and Financial Planning (M. Gougeon)
- v. Committee Reports and Discussion:
 1. Board Monitoring (Governance)
 - i. G1 – Governing Style (Governance)
 - ii. L1 – Customer Treatment (Governance)
- vi. Consent Agenda:
 1. Electronic Communications
 2. Approval of June Minutes
 3. Outreach Report (S. Monte)
 4. UP Food Exchange Report (S. Monte)

XII. Motion to adjourn at 8:22 p.m. (*motion by R. Kochis, second K. Pierfelice*).
Action: Motion passed unanimously.

Next Board Meeting: July 19, 2022 at 6:00 p.m.

Emily Weddle
Board Recorder