

**Minutes of the
Marquette Food Co-op Board of Directors
August 16, 2022 Meeting**

Start time: Meeting was called to order by vice president K. Pierfelice at 6:00 p.m.

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

Absent: K. Cantway (excused).

Staff: GM Matt Gougeon. Sarah Monte, Mary Moe, Kat Eaton, Evan Zimmermann.

Public: Luanne Peterson, Barb Coleman, Theresa King, Emily Bateman.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The agenda was reviewed. The board welcomed members of the public Luanne Peterson, Barb Coleman, Theresa King, and Emily Bateman. The agenda was amended to allow time for Emily Bateman to address the board after Board Education.

III. Consent Agenda: Consent agenda was reviewed.

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

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

Action: Motion passed unanimously.

Motion: To approve July minutes without changes (*motion by R. Kochis, second T. Rulseh*).

Action: Motion passed unanimously.

IV. Public Comment Period: None.

- V. Board Education (Inclusive Design, Playground for All):** Theresa King, Barb Coleman, and Luanne Peterson from the Kids Cove Playground for All addressed the board and shared about plans for the playground. Discussion was held about the need for an inclusive playground that will serve all children and their caretakers in the Marquette community. Features of the playground such as accessibility, surface materials, equipment, and ways children can interact together were discussed. The board expressed their thanks to the committee for sharing about the playground and the work they have undertaken. The board also discussed the importance of considering inclusivity at the MFC.

VI. Emily Bateman introduced herself and shared about her background working with Partridge Creek Farm as a farm to school educator. Bateman shared about her interest in applying for the board.

VII. GM Monitoring:

- (a) Store Report/Expansion Update (M. Gougeon): Written report was provided. GM reported on sales metrics. GM updated the board about work at the Marquette Baking Co. GM discussed staffing and hiring and discussed store improvements and repairs.
- (b) L5–Financial Condition 2nd Quarter (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.

VIII. Public Comment Period: None.

IX. Board Monitoring & Discussion:

(a) Committee Reports and Discussion:

- i. GM Evaluation (M. Augustyn, M. Linck, K. Pierfelice): Did not meet.
 - 1. Begin GM Evaluation Process
- ii. Finance (R. Kochis, Z. Eppensteiner, K. Pierfelice, T. Rulseh): Met prior to this meeting and discussed proposal for a line of credit. Discussion was held.

Motion: To authorize GM to secure \$600,000 straight line of credit with Range Bank to pay off high interest debt and for store improvements (*motion by R. Kochis, second T. Rulseh*).

Action: Motion passed unanimously.

Finance Committee also discussed the patronage dividend. Committee discussed taxable income and it was noted that a patronage dividend has not been given since 2014. Discussion was held about MFC finances and cash outflows.

Motion: To allocate \$100,000 for patronage dividend for 2021 (*motion by R. Kochis, second T. Rulseh*).

Action: Motion passed unanimously.

- iii. Owner Linkage (K. Cantway, H. Bush): Did not meet. Outreach opportunities during Co-op Month were discussed. Board is tasked with planning owner linkage events by first week of September.
- iv. Elections & Orientation (R. Kochis, M. Linck, K. Cantway): Discussion was held about filling empty board seats by appointment and bylaws requirements. Further discussion will be held at the September meeting.
 - 1. Election and Orientation Committee Work Begins
- v. Governance (M. Augustyn, H. Bush, R. Kochis, K. Pierfelice): Committee met to discuss policies.
 - 1. Board Monitoring:
 - i. G2 – Board Job Description
 - ii. L6 – Budgeting & Financial Planning

Motion: To approve changes to G2 and L6 as recommended by the Governance committee (*motion by R. Kochis, second H. Bush*).

Action: Motion passed (6 aye, 1 abstained).
- vi. Diversity, Equity, and Inclusion (H. Bush, Z. Eppensteiner, T. Rulseh): Did not meet. Committee discussed regular meeting schedule.

X. Public Comment Period: S. Monte noted the importance of Co-op ownership as a core tenet of the cooperative model. Discussion was held about filling empty board seats by appointment.

XI. Closings:

(a) September Assignments:

- i. Board Budget Review
- ii. Store Report (M. Gougeon)
- iii. L2–Staff Treatment (M. Gougeon)
- iv. L3–Compensation & Benefits (M. Gougeon)
- v. Board Education
- vi. Committee Reports and Discussion:
- vii. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of August Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)
 - 5. Board Monitoring (Governance)
 - i. G3–Agenda Planning (Governance)
 - ii. D1–Unity of Control (Governance)
 - iii. L5–Financial Condition 2nd Quarter (Governance)

XI. Motion to adjourn at 7:50 p.m. (*motion by T. Rulseh, second R. Kochis*).

Action: Motion passed unanimously.

Next Board Meeting: September 20, 2022 at 6:00 p.m.

Emily Weddle
Board Recorder