

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

Start time: Meeting was called to order by president M. Augustyn at 6:05 p.m.

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

Absent: K. Pierfelice (*excused*).

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

Public: None.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The board welcomed new board member Emily Bateman. The agenda was reviewed.

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

Action: Motion passed unanimously.

- III. Consent Agenda:** Consent agenda was reviewed. Discussion was held about the September minutes, however no changes were made to the minutes. Board Monitoring was removed from the consent agenda, and discussion will be held during Governance Committee report.

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

Motion: To approve consent agenda with changes (*motion by T. Rulseh, second Z. Eppensteiner*).

Action: Motion passed unanimously.

- IV. Public Comment Period:** T. Rulseh commented that he volunteered to do sampling in the store during Co-op Month. He shared positive comments from MFC owners including praise for Mary Moe's work at the store.

- V. Board Education: Board IT (Evan Zimmermann):** Evan Zimmermann provided an introduction to board document storage and electronic communications.

VI. GM Monitoring:

- (a) Store Report/Expansion Update (M. Gougeon): GM reported on sales. He noted that it is benefits enrollment month at the MFC. GM also reported on his attendance at the NCG Fall Meeting and shared about sessions he attended, including information about changes at UNFI. GM reported on NCG's Next Level

system. GM also reported that the Co-op Basics program is expected to expand. GM also discussed the staff survey. The survey was not conducted in 2021. He explained that the survey was revised last year to reflect changes surrounding the pandemic and was postponed and ultimately never offered in 2021 due to delays. GM reported on results and feedback from staff about the 2022 survey. Board discussed interest in connecting with MFC staff and hearing staff feedback.

- (b) L7–Asset Protection (M. Gougeon): Discussion was held about the MFC’s insurance policies.

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.

- (c) L11–Strategic Planning (M. Gougeon): Discussion was held about the L11 policy. It was noted by the GM that when this policy was reviewed in 2021 the board discussed reevaluating the policy in the future, however no changes have been made since then. Discussion was held. Board determined that the policy should remain as it is, since it is beneficial to have a policy that directs the GM to develop an annual strategic plan. Board discussed room for growth with this policy.

Motion: To accept L11 as a policy in the policy register (motion by Z.

Eppensteiner, second M. Linck).

Action: Motion passed unanimously.

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, M. Linck, K. Pierfelice): Met this month. Further discussion will be held during Closed Session.

- ii. Finance (R. Kochis, Z. Eppensteiner, K. Pierfelice, T. Rulseh): Committee met and provided a draft board budget for the board to review. Past expenses as well as anticipated expenses for the next year were discussed.

Motion: To accept the board budget with suggested changes (*motion by R. Kochis, second Z. Eppensteiner*)

Action: Motion passed unanimously.

Committee reported on co-op financial data, personnel costs, and the Marquette Baking Company.

- iii. Owner Linkage (K. Cantway, H. Bush): Committee met and noted that the Getting to Know Your Co-op class was canceled due to lack of attendance. Committee also discussed the Ends survey.
- iv. Elections & Orientation (R. Kochis, M. Linck, K. Cantway): Committee members met with new board member E. Bateman for orientation.
- v. Governance (M. Augustyn, H. Bush, R. Kochis, K. Pierfelice): Committee will meet this month.
 - 1. Board Monitoring:
 - i. G4–Board Members Code of Conduct
 - ii. L2–Staff Treatment
 - iii. L3–Compensation and Benefits
- vi. Diversity, Equity, and Inclusion (H. Bush, Z. Eppensteiner, T. Rulseh): Committee discussed coordinating with Governance Committee about working together on policy review. Committee will review policies prior to November meeting.

- (b) Board Budget Finalized: Discussion was held during Finance Committee report. Finalized budget will be emailed to the board.
- (c) Co-op Month: No further discussion was held.
- (d) Begin 3 month opening for board nominations: No further discussion was held.
- (e) Committee Report for Newsletter (Elections & Orientation): Report was submitted for the newsletter. It was noted that the board calendar should be updated to shift newsletter assignments one month prior for agenda.
- (f) Set Retreat Date: The retreat will be held Saturday, January 21, 2023. Board discussed ideas for work to undertake during the retreat.

IX. Public Comment Period: T. Rulseh shared about participation in Justice Equity Diversity and Inclusion (JEDI) program.

X. Closed Session:

Motion: to enter Closed Session at 8:00pm (*motion by* R. Kochis, *second* M. Linck).

Action: *Motion passed unanimously.*

Motion: To approve counter proposal for General Manager's contract (*motion by* R. Kochis, *second* T. Rulseh).

Action: *Motion passed (5 aye, 1 nay).*

XI. Closings:

(a) November Assignments:

- i. GM Evaluation
- ii. L5 – Financial Condition 3rd Quarter (M. Gougeon)
- iii. L9 – GM Succession (M. Gougeon)
- iv. Store Report (M. Gougeon)
- v. Retreat Planning
- vi. Committee Reports and Discussion
 1. Board Monitoring (Governance Committee)
 - i. G5 – Board Committee Principles
 - ii. D2 – Accountability of the General Manager
 - iii. L7 – Asset Protection
 - iv. L11 – Strategic Planning
- vii. Consent Agenda:
 1. Electronic Communications
 2. Approval of October Minutes
 3. Outreach Report (S. Monte)
 4. UP Food Exchange Report (S. Monte)

XI. Motion to adjourn at 8:47 p.m. (*motion by* R. Kochis, *second* M. Linck).

Action: *Motion passed unanimously.*

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

Emily Weddle
Board Recorder