

**Minutes of the
Marquette Food Co-op Board of Directors
December 20, 2022 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 6:04 p.m.

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

Absent: None.

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

Public: None.

II. Preliminaries:

(a) Approval of Agenda & Additions: Board Monitoring was moved to next month.

Motion: To approve agenda with changes (motion by K. Cantway, second Z. Eppensteiner).

Action: Motion passed unanimously.

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

(a) Electronic Communications

(b) Approval of November Meeting Minutes

(c) Outreach Report (S. Monte)

(d) UP Food Exchange Report (S. Monte)

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

Action: Motion passed unanimously.

IV. Public Comment Period: GM noted that holiday gift bags were given to the board. Board members expressed their gratitude to GM and MFC staff.

V. Board Education: None.

VI. GM Monitoring:

(a) Store Report (M. Gougeon): Report was provided prior to the meeting. GM reported on November sales and anticipated sales around the holidays. GM also reported on staff appreciation and updated the board about 401k plan for staff. GM reported that the MFC's buy-up deals are ending. Marketing and discounts were discussed. The board discussed staff appreciation and shared positive feedback.

(b) L6-Budgeting and Financial Planning (M. Gougeon): GM discussed the context of the pandemic and inflation and how current trends influence sales and planning at the MFC. Discussion was held about the Marquette Baking Company, sales and productivity. Board inquired about debt related to capital expenditures and

discussion was held. Board commented on the huge growth the MFC has seen since prior to the pandemic and commented on the conservative growth estimation used in financial planning. GM discussed conservatively budgeting for next year, noting that timelines and strategies are still being determined. Productivity was discussed.

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): Committee reported that the contract has been signed and reviewed by attorney. GM thanked the board.
- ii. Finance (R. Kochis, Z. Eppensteiner, K. Pierfelice, T. Rulseh): Committee met with Paul Nardi to discuss the audit and came to the conclusion that the review of agreed upon procedures is adequate for now and will save the MFC money and time.
- iii. Owner Linkage (K. Cantway, H. Bush, E. Bateman): Planning is underway for the annual meeting. Strategies to connect with owners were discussed.
- iv. Elections & Orientation (R. Kochis, M. Linck, K. Cantway): Committee did not meet but will meet next month. It was noted that there is currently one candidate and another interested candidate. Z. Eppensteiner, K. Cantway, and H. Bush are up for reelection.
 1. Board Candidate Nomination Period Ends January 15
- v. Governance (M. Augustyn, H. Bush, R. Kochis, K. Pierfelice): Met to discuss the Ends. Governance is working on the agenda for the board retreat which will be held January 21. Board members are tasked with reviewing the Ends prior to the retreat and are asked to arrive at the retreat prepared to finalize the Ends.
- vi. Diversity, Equity, and Inclusion (H. Bush, Z. Eppensteiner, T. Rulseh, E. Bateman): Committee will meet January 4.

- (b) Sign Contract with GM: Contract was signed. Discussion was held during GM Evaluation.

IX. Public Comment Period: None.

X. Closings:

(a) January Assignments:

- i. Newsletter Bios for Board Candidates Due January 15
- ii. Annual Retreat (January 21)
- iii. L10 – Board Logistical Support (M. Gougeon)
- iv. Store Report (M. Gougeon)
- v. Committee Reports and Discussion
 1. Board Monitoring (Governance Committee)
 - i. G7 – Board President’s Role
 - ii. L6 – Budgeting and Financial Planning
 - iii. G6 – Governance Investment
 - iv. L5 – Financial Condition 3rd Quarter
 - v. L9 – GM Succession
- vi. Consent Agenda:
 1. Electronic Communications
 2. Approval of December Minutes
 3. Outreach Report (S. Monte)
 4. UP Food Exchange Report (S. Monte)

XI. Motion to adjourn at 7:43 p.m. (*motion by T. Rulseh, second K. Cantway*).
Action: Motion passed unanimously.

Next Board Meeting: January 17, 2022 at 6:00 p.m.

Emily Weddle
Board Recorder