

**Minutes of the
Marquette Food Co-op Board of Directors
January 17, 2023 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 6:02 p.m.

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

Absent: H. Bush (*excused*).

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

Public: Emmanuel Sally.

II. Preliminaries:

- (a) Approval of Agenda & Additions: Finance Committee report was moved to Closed Session at the end of the meeting. Governance policy review was postponed to the February meeting.

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

Action: Motion passed unanimously.

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

- (a) Electronic Communications
(b) Approval of December 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.

IV. Public Comment Period: MFC owner Emmanuel Sally introduced himself and expressed his interest in joining the board.

V. Board Education: GM suggested the board invite a representative from NCG to participate remotely in a future board education session.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): GM discussed December sales trends and noted that it was a good month. GM reported that the MFC is seeing an increase in COVID cases among staff. The MFC has adjusted emergency paid time off policy. GM updated the board that NCG has removed the MFC from its risk list. GM reported on changes at the Marquette Baking Company retail space.

- (b) L10-Board Logistical Support (M. Gougeon): The 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): Did not meet.
- ii. Finance (R. Kochis, Z. Eppensteiner, K. Pierfelice, T. Rulseh): Committee report will be discussed in Closed Session.
- iii. Owner Linkage (K. Cantway, H. Bush, E. Bateman): Did not meet. Committee is working on projects for the Annual Meeting of Owners and the retreat.
- iv. Elections & Orientation (R. Kochis, M. Linck, K. Cantway): Committee met. Open nomination period closed on Sunday. It was noted that H. Bush is not running again. There are three candidates for three open seats.
 1. Newsletter Bios for Board Candidates Due
- v. Governance (M. Augustyn, H. Bush, R. Kochis, K. Pierfelice): Did not meet. Board Monitoring was moved to February assignments.
- vi. Diversity, Equity, and Inclusion (H. Bush, Z. Eppensteiner, T. Rulseh, E. Bateman): No report.

- (b) Annual Retreat: Retreat will be held on January 21 at Campfire Coworks. Draft agenda was reviewed. Discussion was held about topics for the agenda. Draft Ends were emailed to the board for review. The board will finalize the Ends at the retreat. M. Augustyn thanked K. Pierfelice for the work he has put in to coordinating the retreat.

IX. Public Comment Period: Discussion was held about the number of public comment periods in the agenda. Board made an informal decision to reduce the number of public comment periods from three to two in future agendas.

X. Closed Session:

Motion: To enter into Closed Session at 7:02 p.m. (*motion by R. Kochis, second K. Pierfelice*).

Action: Motion passed unanimously.

Motion: To return to Open Session at 7:25 p.m. (*motion by* T. Rulseh, *second* M. Linck).
Action: Motion passed unanimously.

Motion: To direct the General Manager to move any Employee Retention Credits to a secure, interest bearing account that provides adequate liquidity for operational purposes (*motion by* T. Rulseh, *second* M. Linck).
Action: Motion passed unanimously.

XI. Closings:

(a) February Assignments:

- i. Accountant Presents Year End Financials to the Board
- ii. Certify Membership
- iii. Plan Earth Day Cleanup
- iv. L5–Financial Condition 4th Quarter (M. Gougeon)
- v. Annual Ends Report (M. Gougeon)
- vi. Store Report (M. Gougeon)
- vii. 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. G8 – Vice President’s Role
 - vii. D3 – Delegation to the General Manager
 - viii. L10 – Board Logistical Support
- viii. Consent Agenda:
 1. Electronic Communications
 2. Approval of January Minutes
 3. Outreach Report (S. Monte)
 4. UP Food Exchange Report (S. Monte)

XI. Motion to adjourn at 7:28 p.m. (*motion by* T. Rulseh, *second* R. Kochis).
Action: Motion passed unanimously.

Next Board Meeting: February 21, 2023 at 6:00 p.m.

Emily Weddle
Board Recorder