

**Minutes of the  
Marquette Food Co-op Board of Directors  
February 21, 2023 Meeting**

**Start time:** Meeting was called to order by president M. Augustyn at 6:05 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, Bri Larson, Sarah Monte

**Public:** Patrick Thomson, Michael Dewar

**II. Preliminaries:**

(a) Approval of Agenda & Additions: No changes were made.

**III. Consent Agenda:** Consent agenda was reviewed. G8 – Vice President’s Role was moved to March Consent Agenda.

(a) Electronic Communications

(b) Approval of January Meeting Minutes

(c) Outreach Report (S. Monte)

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

(e) Board Monitoring (Governance Committee)

i. G7 – Board President’s Role

ii. L6 – Budgeting and Financial Planning

iii. G6 – Governance Investment

iv. L5 – Financial Condition 3<sup>rd</sup> Quarter

v. L9 – GM Succession

vi. D3 – Delegation to the General Manager

vii. L10 – Board Logistical Support

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

*Action: Motion passed unanimously.*

**IV. Public Comment Period:** Michael Dewar introduced himself. He is a candidate running for the board.

**V. Accountant Presents Year End Financials to the Board**

Patrick Thomson, CPA introduced himself and discussed accounting for the Employee Retention Credit. Thomson discussed the MFC’s eligibility for the ERC and noted that the MFC is taking a conservative approach with booking ERC funds.

**VI. Board Education:** None

**VII. GM Monitoring:**

- (a) Store Report (M. Gougeon): GM reported that the year is off to a good start. GM updated the board about the closing of the retail space at the bakery and reported on work being undertaken to manage expenses, inventory, and other changes due to the reorganization. GM also reported on volume purchasing with UNFI. GM discussed the reorganization of the cafe space and the introduction of self-checkout. GM is working on strategic planning. Board discussed bottle returns. Web store sales and national trends were also discussed.
- (b) L5–Financial Condition 4<sup>th</sup> Quarter (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.*

- (c) Annual Ends Report (M. Gougeon): Discussion was held about the Ends Report. GM commented that the report demonstrates how the MFC's values impact the local community. The Double Up Food Bucks program was discussed. Board discussed funds for patronage rebate and inquired about 2022 taxable income. Board inquired about cooking classes, and Monte reported that classes are going well. The Board acknowledged the value of the Ends report. GM noted his participation on the Michigan Good Food Fund stakeholder board. It was noted that the Ends have been updated by the board and next year's Annual Ends Report will follow the new Ends that were finalized at the board retreat.

*Motion: To accept the Annual Ends Report (motion by M. Linck, second Z. Eppensteiner).*

*Action: Motion passed unanimously.*

## **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 reviewed income, ERC, and Marquette Baking Co. finances. Committee discussed the possibility of leasing rental space across the street. Committee also noted that they will be talking with the Range Bank Financial Advisor.
- iii. Owner Linkage (K. Cantway, H. Bush, E. Bateman): Committee met and discussed the Annual Meeting and reviewed the agenda.

1. Plan Earth Day Cleanup: Earth Day cleanup will be held on Sunday, April 23. The event will be open to the public. Advertising was discussed.

2. Committee Report for March Newsletter: Article will be submitted for the April *Fresh Feed*.

- iv. Elections & Orientation (R. Kochis, M. Linck, K. Cantway): Committee met. Election will be concluding tomorrow. There are three candidates for three open seats. Voter turnout and membership were discussed. Committee noted the need to revise its charter to align with the bylaws. Secretary K. Cantway will meet with Evan Zimmermann to certify the vote.
- v. Governance (M. Augustyn, H. Bush, R. Kochis, K. Pierfelice): Committee met to review policies. Policy review will be done quarterly. The revised Ends will be presented at the Annual Meeting.
- vi. Diversity, Equity, and Inclusion (H. Bush, Z. Eppensteiner, T. Rulseh, E. Bateman): Discussion on full review of the Bylaws to include DEI considerations. An adhoc committee will be considered to do the review and plan to present changes to ownership for the 2024 annual meeting.

(b) Certify Membership: Due to technology and online voting, certification of membership is no longer conducted.

**IX. Public Comment Period:** Z. Eppensteiner is looking forward to the Annual Meeting. The board thanked H. Bush for her service on the board.

**X. Closings:**

(a) March Assignments:

- i. Board Election Completion
- ii. Annual Membership Meeting
- iii. Begin CCMA Planning
- iv. L4 – Membership (M. Gougeon)
- v. Store Report (M. Gougeon)
- vi. Committee Reports and Discussion
  - 1. Board Monitoring (Governance Committee)
    - i. G10 – Secretary’s Role
    - ii. L5 – Financial Condition 4<sup>th</sup> Quarter
    - iii. Annual Ends
    - iv. G8 – Vice President’s Role
- vii. Consent Agenda:
  - 1. Electronic Communications
  - 2. Approval of February Minutes
  - 3. Outreach Report (S. Monte)
  - 4. UP Food Exchange Report (S. Monte)

**XI. Motion to adjourn at 7:52p.m.** (*motion by R. Kochis, second K. Pierfelice*).  
*Action: Motion passed unanimously.*

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

Emily Weddle  
Board Recorder