

**Minutes of the
Marquette Food Co-op Board of Directors
May 16, 2023 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 6:08 p.m.

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

Absent: *E. Bateman (excused), K. Cantway (excused),*

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

Public: Emmanuel Sally, Kevin Frischkorn, Stefani Vargas

II. Preliminaries:

- (a) Approval of Agenda & Additions: The agenda was reviewed. GM Evaluation of the Board was postponed to next month.

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

Action: Motion passed unanimously.

III. Consent Agenda: Board Monitoring was moved to June agenda.

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

Motion: To approve Consent Agenda with changes (motion by K. Pierfelice, second T. Rulseh).

Action: Motion passed unanimously.

IV. Public Comment Period: It was noted that in the past the board had three public comment periods on the agenda but has switched to two public comment periods.

V. Board Education: DEI (Stefani Vargas) Vargas introduced herself and discussed her role at NMU and her work as a DEI consultant. Discussion was held about the MFC's DEI committee and the work it is undertaking. Board members shared their goals including gaining insight and assistance in identifying areas of improvement. Community access and perceptions were discussed.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): GM reported on sales and progress being made in the Co-op Cafe. Lease for additional space at 519 W. Washington St. was discussed. Participation in upcoming CCMA conference was also discussed. GM also reported on his attendance at NCG annual meeting and shared highlights from the meeting.

- (b) L5–Financial Condition 1st Quarter (M. Gougeon): The board received the report prior to the meeting and came prepared to act. A correction to the ratio in L5.6 was noted. It was also noted that the policy’s language needs to reflect changes previously made to L5.7. Corrected language is as follows:

L5.7 Fail to make recommendations and rationale to the board regarding patronage dividend prior to August each year.

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 contingent upon updating language for L5.7 and correcting typographical error in L5.6.

VII. 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 met and discussed patronage rebates. Committee would like to make a recommendation for a patronage rebate when tax information is in from accountants. The committee also discussed preferred shares. GM will remind preferred shareholders that they may request for shares to be redeemed when annual dividends are sent out. Committee also discussed the bakery and leased office space.
- iii. Owner Linkage (K. Cantway, E. Bateman): Board discussed Annual Earth Day cleanup and noted the successful turnout.
- iv. Elections & Orientation (R. Kochis, M. Linck, K. Cantway): New board member orientation is underway. It was noted that E. Bateman is resigning from the board.
- v. Governance (M. Augustyn, R. Kochis, K. Pierfelice): No report.
- vi. Diversity, Equity, and Inclusion (Z. Eppensteiner, T. Rulseh, E. Bateman): Committee submitted report for newsletter. Discussion was held during Board Education.
- vii. Adhoc Bylaws Committee: Committee has had its second meeting and intends to finish work on draft at next meeting.

- (b) Set Board Calendar: Calendar will be updated to include “begin calendar planning” in April.

- (c) Annual Plan of Work: Annual Plan of Work will be struck from board calendar.
- (d) Board Social: Potential dates for board social were discussed. Board social is tentatively scheduled for Friday, June 30 at 5pm.

VIII. Public Comment Period: Discussion was held about June meeting during which board terms begin and end. Both current and incoming board members are asked to attend June meeting.

IX. Closings:

(a) June Assignments:

- i. Board Terms Begin and End
- ii. Officer Elections
- iii. Form Committees
- iv. Set Annual Patronage Dividend
- v. CCMA
- vi. Board Social
- vii. Store Report (M. Gougeon)
- viii. GM Evaluation of the Board (M. Gougeon)
- ix. L1 – Customer Treatment (M. Gougeon)
- x. Board Education: Tony Alongi (NCG)
- xi. Committee Reports and Discussion
- xii. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of May Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)
 - 5. Board Monitoring (Governance Committee)
 - i. G8 – Vice President’s Role
 - ii. L8 – Communication and Counsel to the Board
 - iii. G11 – Board Treasurer’s Role
 - iv. D4 – Monitoring General Manager Performance
 - v. L4 – Membership
 - vi. G10 – Secretary’s Role
 - vii. L5 – Financial Condition 4th Quarter
 - viii. Annual Ends Report

XI. Motion to adjourn at 8:00 p.m. (*motion by R. Kochis, second M. Linck*).
Action: Motion passed unanimously.

Next Board Meeting: June 20, 2023 at 6:00 p.m.

Emily Weddle
Board Recorder