

**Minutes of the
Marquette Food Co-op Board of Directors
July 18, 2023 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 8:03 p.m.

Roll call: M. Augustyn, M. Dewar, N. Frischkorn, R. Kochis, M. Linck, K. Pierfelice, T. Rulseh, E. Sally.

Absent: None.

Staff: GM Matt Gougeon, Kat Eaton, Keale Kaolulo, Sarah Monte, E. Zimmermann.

Public: Mary Kramer-Rabine.

II. Preliminaries:

- (a) Approval of Agenda & Additions: The agenda was reviewed. Board Monitoring was discussed. D4, L4, L5, Annual Ends, G, D, L5, GM Evaluation of the Board, L1, and G1 were removed from the Consent Agenda for further discussion by the Governance Committee. G10, G8, and G11 were left on the Consent Agenda. Closed Session was added to the end of the meeting.

III. Consent Agenda:

- (a) Electronic Communications
(b) Approval of June Meeting Minutes
(c) Outreach Report (S. Monte)
(d) UP Food Exchange Report (S. Monte)
(e) Board Monitoring (Governance Committee)
 i. G8 – Vice President’s Roll
 ii. G11 – Board Treasurer’s Role
 iii. G10 – Secretary’s Role

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

Action: Motion passed unanimously.

IV. Public Comment Period: None.

V. Board Education:

- (a) MFC Energy Savings (Keale Kaolulo): GM introduced Keale Kaolulo from MFC prepared foods. Keale presented work from her capstone project at NMU about replacing lighting at the MFC with energy efficient LED lighting. Keale reviewed her findings, including costs and ROI in energy savings. Discussion was held about the benefits of transitioning to energy efficient lighting and how this project would align with the MFC’s values.
- (b) MFC Outreach (Sarah Monte): MFC Outreach Director Sarah Monte gave a presentation about work undertaken by the outreach department. Monte discussed funding and partnerships with community nonprofit organizations.

Monte discussed educational and outreach programs and activities in the community.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided prior to the meeting. GM reported about sales. GM updated the board about the move to new office space. UNFI joint liability fund was discussed. GM reported that the MFC is planning to build a shed to securely house returnables.
- (b) L6 – Budgeting and Financial Planning (M. Gougeon): Written report was provided and discussion was held. Board inquired about expenses at the bakery. GM reported about work underway to adjust product and improve efficiencies with new equipment. Discussion was held about data related to the workforce in Michigan.

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. Board Monitoring & Discussion:

(a) Committee Reports and Discussion:

- i. GM Evaluation (M. Augustyn, M. Linck, K. Pierfelice): Did not meet.
- ii. Finance (M. Dewar, R. Kochis, T. Rulseh, E. Sally): Met and discussed committee charter. Committee reported to the board about the MFC's tax return for 2022 and discussion was held about allocating \$100,000 of profit leftover from 2021 for the 2022 patronage rebate.

Motion: To allocate \$100,000 from prior year 2021 profit for the 2022 patronage rebate (motion by R. Kochis, second T. Rulseh).

Action: Motion withdrawn.

Motion: To postpone the above motion until next month (motion by R. Kochis, second E. Sally).

Action: Motion passed unanimously.

Finance committee recommended increasing board stipends.

Motion: To increase the board stipend for non-officers by \$10 and \$5 for officers (motion by R. Kochis, second K. Pierfelice).

Action: Motion passed unanimously.

- iii. Owner Linkage (M. Augustyn, M. Dewar, K. Pierfelice): Committee reviewed its charter. Plans for the committee for the coming year were discussed.
- iv. Elections & Orientation (R. Kochis, M. Linck, E. Sally): Committee met to revise charter. Committee discussed the empty seat on the board and reported that MFC owner and former MFC board member Mary Kramer-Rabine is interested in filling the empty seat. Kramer-Rabine addressed the board and shared about her background and interest in serving on the board.
- v. Governance (M. Augustyn, N. Frischkorn, R. Kochis, K. Pierfelice): Met and revised charter. Governance policy review was also discussed.
- vi. Diversity, Equity, and Inclusion (N. Frischkorn, M. Linck, T. Rulseh): Committee has not met but will meet next month to review its charter.

(b) Review Committee Charters and Procedures for Approval in August

- (c) Set Annual Patronage Dividend: Discussion was held during Finance Committee report. Further discussion will be held at August meeting.

VIII. Public Comment Period: E. Zimmermann discussed sentiments about the patronage rebate.

Discussion was held about reducing the amount of printing each month. It was noted that documents are emailed to the board prior to each meeting. Discussion was held about whether board members would like hard copies of documents or whether electronic documents are sufficient. Access to technology was discussed. Any board member that would like to request hard copies of any documents can contact the Board Recorder. Moving forward, only the agenda will be provided as a hard copy at each meeting unless otherwise requested. It was also noted that work is being undertaken to organize electronic document storage.

IX. Closings:

(a) August Assignments:

- i. Board Education (Raj Vable, Young Mountain Tea)
- ii. L5 – Financial Condition 2nd Quarter (M. Gougeon)
- iii. Store Report (M. Gougeon)
- iv. Committee Reports and Discussion
- v. Approve Committee Charters and Procedures
- vi. Election & Orientation Committee Work Begins
- vii. Begin GM Evaluation Process
- viii. Consent Agenda:

1. Electronic Communications
2. Approval of July Minutes
3. Outreach Report (S. Monte)
4. UP Food Exchange Report (S. Monte)
5. Board Monitoring (Governance Committee)
 - i. L6 – Budgeting and Financial Planning
 - ii. G2 – Board Job Description

XI. Closed Session:

Motion: To enter closed session at 8:13 p.m. (motion by R. Kochis, second K. Pierfelice).

Action: Motion passed unanimously.

The board returned to open session at 8:20 p.m.

Motion: To appoint Mary Kramer-Rabine to fill the remaining term of Emily Bateman (motion by M. Linck, second K. Pierfelice).

Action: Motion passed unanimously.

XI. *Motion to adjourn at 8:24 p.m. (motion by R. Kochis, second K. Pierfelice).*

Action: Motion passed unanimously.

Next Board Meeting: August 15, 2023 at 6:00 p.m.

Emily Weddle
Board Recorder