

**Minutes of the
Marquette Food Co-op Board of Directors
August 15, 2023 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 6:09 p.m.

Roll call: M. Augustyn, M. Dewar, N. Frischkorn, R. Kochis, M. Kramer-Rabine, T. Rulseh, E. Sally.

Absent: M. Linck (*excused*), K. Pierfelice (*excused*).

Staff: GM Matt Gougeon, Kat Eaton, E. Zimmermann.

Public: Raj Vable.

II. Preliminaries:

(a) Approval of Agenda & Additions: Agenda was reviewed.

III. Consent Agenda: Board monitoring was removed from the Consent Agenda.

(a) Electronic Communications

(b) Approval of July Meeting Minutes

(c) Outreach Report (S. Monte)

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

Motion: To approve the agenda and the consent agenda with the removal of item (e) Board Monitoring (motion by T. Rulseh, second R. Kochis).

Action: Motion passed unanimously.

IV. Public Comment Period: The board discussed M. Linck's absence due to her recent injury.

V. Board Education:

(a) Young Mountain Tea (Raj Vable): Raj Vable introduced himself as founder of Young Mountain Tea and discussed the environmental and economic impacts of tea farming and the work his company is doing to support farming communities in India and Nepal. Discussion was held about tea, Young Mountain's vision, products and distribution, and the company's work toward establishing a processing facility.

VI. GM Monitoring:

(a) Store Report (M. Gougeon): Written report was provided prior to the meeting. GM reported about sales, noting growth for July. GM reported on a development in downtown Munising that has reached out to the MFC in search of a grocer for the development. Discussion was held. GM discussed employee benefits policy. Staffing changes were discussed.

(b) L5 – Financial Condition 2nd Quarter (M. Gougeon): Written report was provided and discussion was held. GM answered questions about the fund that was established previously to have cash available to reimburse shareholders who

request to redeem their shares. Finance committee will discuss the fund and whether a cap should be considered.

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.

Board Secretary discussed L11 policy and noted that it was previously not included in board binders. It was noted that the policy will be included in the master binder and will be updated on Teams.

VII. Board Monitoring & Discussion:

(a) Committee Reports and Discussion:

- i. GM Evaluation (M. Augustyn, M. Kramer-Rabine, M. Linck, K. Pierfelice): Committee noted that since it is not a contract year, it will plan to meet twice. It will meet next month to begin the GM evaluation process. M. Kramer-Rabine joined the committee.
 1. Begin GM Evaluation Process
- ii. Finance (M. Dewar, R. Kochis, T. Rulseh, E. Sally): Committee met prior to the meeting. Committee reviewed July sales. Discussion was held about patronage dividend. Committee reviewed undistributed patronage dividends from past years. The committee's recommendation is to allocate 2009 and 2010 funds to owners from those years. The board inquired about the labor costs associated with following up with past owners from those years that are no longer members. Discussion was held.

Motion: To task management with providing a patronage dividend for the remaining profits of 2009 and 2010 to owners from those years (motion by R. Kochis, second T. Rulseh).

Action: Motion passed unanimously.
- iii. Owner Linkage (M. Augustyn, M. Dewar, K. Pierfelice): Committee is working on planning owner linkage event for this fall.
- iv. Elections & Orientation (R. Kochis, M. Kramer-Rabine, M. Linck, E. Sally): Committee met to discuss qualifications for recruiting board members. Committee also discussed creating an infographic about the election process and all that is involved in serving as a board member. Committee will be working on a report for the October newsletter. It was noted that

there will be three board seats up in 2024. M. Kramer-Rabine joined the committee.

1. Election & Orientation Committee Work Begins

- v. Governance (M. Augustyn, N. Frischkorn, R. Kochis, K. Pierfelice): Met to discuss reviewing policy quarterly. The board calendar will be revised to reflect these changes.
- vi. Diversity, Equity, and Inclusion (N. Frischkorn, M. Linck, T. Rulseh, E. Sally): Met to review committee charter. No changes were made. Committee plans to work with Governance on possible revisions from a DEI perspective for quarterly policy review. DEI committee is also interested in working with management. E. Sally expressed interest in joining the committee.

Discussion was held about the board moving toward paperless document storage. Technological and access barriers were discussed and the board expressed that it does not want anyone to feel that the transition creates hardship due to use of technology. Board members will still receive all documents by email and can opt in to receive paper copies of reports and binder documents. Board education for a future month will focus on familiarizing board members with Teams.

- (b) Approve Committee Charters and Procedures: Committees submitted charters prior to the meeting.

VIII. Public Comment Period: Board noted that the list of board members in the newsletter needs to be updated. Board recorder suggested the board consider sponsoring planting a tree at the MFC.

IX. Closings:

(a) September Assignments:

- i. Board Education: Teams (E. Zimmermann, T. Rulseh)
- ii. Board Budget Review
- iii. Elections & Orientation Committee Report for Newsletter (*Due 9/8 for October publication*)
- iv. L2 – Staff Treatment (M. Gougeon)
- v. L3 – Compensation and Benefits (M. Gougeon)
- vi. Store Report (M. Gougeon)
- vii. Committee Reports and Discussion
- viii. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of August Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)

X. *Motion to adjourn at 8:07 p.m. (motion by R. Kochis, second E. Sally).*
Action: Motion passed unanimously.

Next Board Meeting: September 19, 2023 at 6:00 p.m.

Emily Weddle
Board Recorder