

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

Start time: Meeting was called to order by president M. Augustyn at 6:06 p.m.

Roll call: M. Augustyn, N. Frischkorn, R. Kochis, M. Kramer-Rabine, M. Linck, K. Pierfelice, E. Sally.

Absent: M. Dewar (*excused*), T. Rulseh (*excused*).

Staff: GM Matt Gougeon, Kat Eaton, Bri Larson, Sarah Monte, Evan Zimmermann.

Public: None.

II. Preliminaries:

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

III. Consent Agenda:

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

Motion: To approve the agenda and the consent agenda without changes (motion by K. Pierfelice, second E. Sally).

Action: Motion passed unanimously.

IV. Public Comment Period: None

V. Board Education: Discussion was held about governance training for the board. Various options were discussed, including bringing in a consultant for the board retreat. Board will contact Columinate to explore possibilities.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided prior to the meeting. GM Introduced Bri Larson, the MFC's new operations manager. Sales revenue was discussed. Notices are being sent out about preferred share dividends. GM acknowledged the work of staff in this effort. GM also reported that it is benefits sign-up time for staff. GM discussed bakery sales.
- (b) L7 – Asset Protection (M. Gougeon): 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) L11 – Strategic Planning (M. Gougeon): Board received the report prior to the meeting and came prepared to act. Discussion was held about strategic planning and data available to managers to monitor margins and trends within departments. Board discussed updating content for the board webpage. Plans for the bakery were also discussed.

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. Kramer-Rabine, M. Linck, K. Pierfelice): Committee work has begun. Committee will meet again in November.
- ii. Finance (M. Dewar, R. Kochis, T. Rulseh, E. Sally): Met prior to the meeting. Committee discussed profit and loss, cash flows, and equipment purchases. Updated debt schedule was discussed. Committee also discussed inflation and potential electronic price labeling. Labor related to pricing was discussed. Board budget was updated and sent to board for approval.
- iii. Owner Linkage (M. Augustyn, M. Dewar, K. Pierfelice): Met to discuss annual meeting of owners. Committee also discussed doing a survey and discussed plans for employee appreciation party.
- iv. Elections & Orientation (R. Kochis, M. Kramer-Rabine, M. Linck, E. Sally): Committee met and drafted board nomination information sheet. Committee reported that one candidate has already applied.
 1. Begin 3 month Opening for Board Nominations
- v. Governance (M. Augustyn, N. Frischkorn, R. Kochis, K. Pierfelice): Committee updated its policy review schedule. Review of L policies will begin in November.
- vi. Diversity, Equity, and Inclusion (N. Frischkorn, M. Linck, T. Rulseh, E. Sally): Committee did not meet. Committee plans to work with Governance Committee on policy review.

- (b) Board Budget Finalized: Board budget was provided to the board prior to the meeting.

Motion: To approve board budget as presented (motion by M. Linck, second K. Pierfelice).

Action: Motion passed unanimously.

(c) Co-op Month: Co-op month raffles were discussed. Board also discussed board involvement in co-op month activities in past years.

(d) Set Retreat Date: Board set the date for Saturday, January 13, 2024, 8am–4pm.

VIII. Public Comment Period: E. Zimmermann shared ideas for technology use at board retreat.

IX. Closings:

(a) November Assignments:

- i. GM Evaluation
- ii. L5 – Financial Condition 3rd Quarter (M. Gougeon)
- iii. L9 – GM Succession (M. Gougeon)
- iv. Store Report (M. Gougeon)
- v. Committee Reports and Discussion
 1. L Policy Review Begins (Governance Committee)
- vi. Consent Agenda:
 1. Electronic Communications
 2. Approval of October Minutes
 3. Outreach Report (S. Monte)
 4. UP Food Exchange Report (S. Monte)

X. *Motion to adjourn at 7:32 p.m. (motion by E. Sally, second R. Kochis).*
Action: Motion passed unanimously.

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

Emily Weddle
Board Recorder