

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

**Start time:** Meeting was called to order by president M. Augustyn at 6:01 p.m.

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

**Absent:** M. Linck (*excused*), E. Sally (*excused*).

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

**Public:** Leigh Anne, Harley Erikson.

**II. Preliminaries:**

- (a) Approval of Agenda & Additions: It was noted that Kevin Pierfelice resigned effective November 6, 2023. Closed Session added after Closings.

***Motion: To approve agenda with the addition of Closed Session after Closings (motion by T. Rulseh, second N. Frischkorn).***

***Action: Motion passed unanimously.***

**III. Consent Agenda:**

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

**IV. Public Comment Period:** GM commented that he appreciated Kevin Pierfelice's time on the board and expressed that Kevin will be missed. Harley Erikson introduced himself and shared that he is running for the board.

**V. 2022 Financial Review (Paul Nardi):** Paul Nardi from Makela, Toutant, Hill, Nardi, and Katona, PC reviewed the 2022 Financial Report, which was provided to the board prior to the meeting. Discussion was held about whether the board should consider an audit or continue with a financial review for 2024. Discussion was held. Board inquired about inventory. GM responded that inventory is done quarterly and fresh departments do inventory monthly. It was noted that a financial review is adequate, however if the board ever felt an audit would be more beneficial, it is something that could be done with advance planning due to an auditor's potential need to monitor inventory procedures. Nardi reviewed financial statements, balance sheets, income statements, statements of changes in shareholders equity, statements of cash flows, and notes to the financial statements. Nardi encouraged the board to read the footnotes. Accounting records were discussed. Nardi encouraged the board to consider shifting the calendar for the financial review process up to two months for next year's review with the goal of having the review done in September 2024. Discussion was held about Employee Retention Credit. Discussion was held about the impact of inflation in 2022. Board inquired about credit card transaction fees.

## VI. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided prior to the meeting. GM reported on sales and customer count trends. GM reported on patronage dividend distribution and noted it is ongoing. Locating some past owners has proven difficult. GM acknowledged the work of Member Services Coordinator Pamela Valdez. It was noted that locating members has been more labor intensive than anticipated. Work continues, but it is expected that there will be some individuals that will not be found despite extensive effort. GM reported that the MFC received a cash award from NCG. Staffing changes were noted. Mary Moe will be departing in December and Bri Larson will be filling the role of Operations Manager. Hiring in the meat department was also discussed.
- (b) L5 – Financial Condition 3<sup>rd</sup> Quarter (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) L9 – GM Succession (M. Gougeon): Board received the report prior to the meeting and came prepared to act. GM noted that there have been some changes in the succession plan. Discussion was held.

*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): Committee met and will meet with GM prior to December meeting.
- ii. Finance (M. Dewar, R. Kochis, T. Rulseh, E. Sally): Met and discussed October profit and loss statements, inflation and margin control, healthcare expenses, bakery expenses, sales per labor hour, potential capital expenditures, and bank loan rates for line of credit.
- iii. Owner Linkage (M. Augustyn, M. Dewar): Committee met to discuss plans for employee appreciation and discussed considering meaningful ways to express staff appreciation and inclusiveness.

- iv. Elections & Orientation (R. Kochis, M. Kramer-Rabine, M. Linck, E. Sally): Committee discussed applications for the board and noted that K. Pierfelice's vacated term ends in 2024.
- v. Governance (M. Augustyn, N. Frischkorn, R. Kochis, K. Pierfelice): Committee is working on securing a venue for the annual board retreat. Discussion was held about hiring a consultant. Options from Colluminate and CBLD were discussed. GM reminded the board that policy dictates that the board will invest in its education. Further discussion was held. Committee will follow up with consultant to make arrangements.
  - 1. Policy Review Begins: Committee is working on editing policy register. Edits will close December 31 and changes will be voted on at the January meeting. DEI Committee will also be working on the document.
- vi. Diversity, Equity, and Inclusion (N. Frischkorn, M. Linck, T. Rulseh, E. Sally): Committee expressed gratitude to Governance Committee for beginning its work on policy review. Discussion was held about procedure for proposing and accepting policy changes. DEI Committee and Governance will meet in January to review comments and suggested changes.

- (b) Elect Vice President and Discuss Committee Group Balance: Discussion was held about electing a vice president to fill vacancy. Discussion was held about the responsibilities and duties assigned to the role. N. Frischkorn expressed interest. R. Kochis nominated N. Frischkorn who accepted the nomination. N. Frischkorn will also fill vacancy in Owner Linkage Committee.

***Motion: to elect N. Frischkorn as Vice President (motion by R. Kochis, second T. Rulseh).***

***Action: Motion passed unanimously.***

**VIII. Public Comment Period:** Bri Larson reminded the board to make time for yoga at the board retreat.

**IX. Closings:**

(a) December Assignments:

- i. L6 – Budgeting and Financial Planning (M. Gougeon)
- ii. Store Report (M. Gougeon)
- iii. Committee Reports and Discussion
- iv. Board Retreat Planning
- v. Consent Agenda:
  - 1. Electronic Communications
  - 2. Approval of November Minutes
  - 3. Outreach Report (S. Monte)
  - 4. UP Food Exchange Report (S. Monte)

X. **Closed Session:** The board entered closed session.

***Motion: to enter Closed Session at 7:52 p.m. (motion by T. Rulseh, second N. Frischkorn).***

***Action: Motion passed unanimously.***

Board discussed electronic correspondence and GM Evaluation.

***Motion: to return to Open Session (motion by R. Kochis, second M. Augustyn).***

***Action: Motion passed unanimously.***

XI. ***Motion to adjourn at 8:22 p.m. (motion by T. Rulseh, second M. Kramber-Rabine).***

***Action: Motion passed unanimously.***

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

Emily Weddle  
Board Recorder