

**Minutes of the
Marquette Food Co-op Board of Directors
January 16, 2024 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 6:05 p.m.

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

Absent: None.

Staff: GM Matt Gougeon, Kat Eaton, Bri Larson, Leigh Ann McPherson, Sarah Monte, Grant Rizzardi, Evan Zimmermann,

Public: Therese Cavalier, Maria Danz, Harley Erickson, Dimitrios Kaltsas, Carol Touchinski.

II. Preliminaries:

- (a) Approval of Agenda & Additions: Discussion was held about L policy review but no new changes were made to the revised policies. Closed Session was added after closings.

III. Consent Agenda:

- (a) Electronic Communications
- (b) Approval of December Meeting Minutes
- (c) Outreach Report (S. Monte)
- (d) UP Food Exchange Report (S. Monte)
- (e) Board Monitoring
 - 1. Approval of L Policies

Motion: To approve agenda and consent agenda with the addition of Closed Session (motion by T. Rulseh, second M. Linck).

Action: Motion passed unanimously.

IV. Public Comment Period: Board candidate Dimitrios Kaltsas, Harley Erickson, Therese Cavalier, Maria Danz, and Carol Touchinski introduced themselves and shared about their backgrounds and interest in participating on the MFC board. MFC employee Grant Rizzardi introduced himself.

V. Board Education: None.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): GM provided written report prior to the meeting and reported on end-of-year numbers. GM noted new positions that will be created at the MFC in 2024 including positions in merchandising, IT, and HR. Employee compensation was discussed. GM also reported on facilities improvements including upgrades to the bathroom floors. Discussion was held about store cleaning. GM explained that it has been internalized and work is being completed by MFC staff including the GM.

- (b) L10 – Board Logistical Support (M. Gougeon): Board suggested changing the word Facebook to Social Media.

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 with GM and will report about meeting next month.
 - ii. Finance (M. Dewar, R. Kochis, T. Rulseh, E. Sally): Met prior to the meeting and discussed patronage rebate. The committee discussed that the Bakery and MFC will no longer have separate financial statements and the Bakery will be treated as a department of the MFC. Committee discussed plans to write an article for the newsletter for March.
 - iii. Owner Linkage (M. Augustyn, M. Dewar, N. Frischkorn): Did not meet. Discussion was held about changing the committee name to Engagement. Committee will discuss the name change before it is finalized. Committee will meet in February.
 - iv. Elections & Orientation (R. Kochis, M. Kramer-Rabine, M. Linck, E. Sally): Written report was submitted prior to the meeting. It was noted that there are eight candidates for three open seats. Committee will meet in February. Election certification process was discussed. Results will be certified on March 1.
 - v. Governance (M. Augustyn, N. Frischkorn, R. Kochis): Committee discussed work on reviewing L policies.
 - vi. Diversity, Equity, and Inclusion (N. Frischkorn, M. Linck, T. Rulseh, E. Sally): Committee met with Governance to review L policies. Item 12 was added. Future work for DEI was discussed.
- (b) Annual Retreat: Board notes from the retreat were discussed. Plans to create board strategic plan were discussed. Board discussed having periodic board tours of the store. Discussion was held about solar.
- (c) Planning for Annual Meeting of Owners (Sarah Monte): The Annual Meeting will be held on March 8 from 5:00 – 8:30 p.m. Plans for music, childcare, raffle prizes, and promotion were discussed. Plans for having the Board cover the cost for MFC

staff to attend were also discussed. Board also discussed ideas for engagement activities at the Annual Meeting.

VIII. Public Comment Period: Dimitrios Kaltsas inquired about the consultant for the retreat. Board shared about Columinate and its work with cooperatives. Grant Rizzardi commented about renewable energy and shared about his experience working in the industry. Leigh Ann McPherson inquired about closing the store early on the evening of the Annual Meeting so that all staff can attend. GM responded that the store will need to remain open to serve owners and customers that are not attending the meeting.

IX. Closings:

(a) February Assignments:

- i. Accountant Presents Year Ends Financials to the Board
- ii. Certify Membership
- iii. Plan Earth Day Cleanup (Engagement)
- iv. Finance Committee Report for March Newsletter (Due 2/9/24)
- v. L5 – Financial Condition 4th Quarter (M. Gougeon)
- vi. Annual Ends Report (M. Gougeon)
- vii. Annual Meeting of Owners
- viii. Store Report (M. Gougeon)
- ix. Committee Reports and Discussion
- x. Consent Agenda:
 1. Electronic Communications
 2. Approval of January Minutes
 3. Outreach Report (S. Monte)
 4. UP Food Exchange Report (S. Monte)

X. *Motion: To enter Closed Session at 7:40 p.m. (motion by R. Kochis, second T. Rulseh)*

Action: Motion passed unanimously.

Board discussed future business opportunities. Possible changes to bylaws regarding the board were also discussed, however no immediate changes are anticipated. Opportunities for owner engagement with the board will be explored.

Motion: To return to open session at 8:18 p.m. (motion by M. Linck, second M. Dewar).

Action: Motion passed unanimously.

XI. *Motion to adjourn at 8:18 p.m. (motion by M. Linck, second M. Dewar).*

Action: Motion passed unanimously.

Next Board Meeting: February 20, 2024 at 6:00 p.m.

Emily Weddle
Board Recorder