

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

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

Roll call: M. Augustyn, M. Danz, M. Dewar, N. Frischkorn, O. Kingery, R. Kochis (*Zoom*), A. McGrath, T. Rulseh.

Absent: E. Sally (*excused*).

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

Public: Harley Erickson.

II. Board Education: Store Tour (Sarah Monte) S. Monte led the board on a tour of the MFC, highlighting local and organic options. Monte also gave an overview of the MFC's Outreach work, including work with UP farmers markets, the UP Food Exchange, farm to school fundraising, Double Up Food Bucks, the Partridge Creek Composting program, Prescription for Health, and cooking classes.

III. Preliminaries:

- (a) Approval of Agenda & Additions: Agenda was reviewed. A. McGrath noted that she will be unable to serve on the DEI committee due to other commitments. The committee assignments were updated on the committee reports to reflect this change.

IV. Consent Agenda:

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

Motion: To approve agenda and consent agenda with changes (motion by T. Rulseh, second A. McGrath).

Action: Motion passed unanimously.

V. Public Comment Period: A. McGrath posed for consideration the idea of utilizing space at the bakery for a shared kitchen for other small businesses in need of commercial kitchen space. GM explained that the idea has been raised for consideration in the past but that it is not necessarily a very practical option because the MFC does not have enough storage space which would make opening up kitchen space for shared usage problematic.

Harley Erickson inquired about whether the MFC would be interested in getting together with other cooperatives from the area on a regular basis. The board welcomed the idea and invited Erickson to consider sharing more during board education in the future.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): GM reported on sales. GM discussed the web store and noted that it was used extensively during the pandemic in 2020 but that it is no longer utilized as much and is no longer an efficient use of staff time. GM reported that the store will be working with Green Choice to help label products with scores about product quality. Landscaping improvements were discussed. The board noted that the changes for water drainage seem to be working already.
- (b) L6 – Budgeting and Financial Planning (M. Gougeon): GM discussed the policy and noted that the data for the report is the Financial Plan. GM reported on NCG audit on prepared foods. GM welcomed questions from the board. Directors 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. Danz, M. Dewar, N. Frischkorn, R. Kochis): Meeting scheduled later this month.
- ii. Finance (R. Kochis, M. Danz, M. Dewar, T. Rulseh): Met prior to the board meeting. Finance Committee reviewed income from 2023 and noted it was a profitable year. Committee reported that GM recommended the board consider a patronage dividend. GM explained that if a year is profitable, the board can decide to disburse the profit back to the members in a patronage dividend. GM noted that the MFC could allocate the 2023 income to the members, paying 20% of the 2023 profit and pay additional remaining undistributed income from 2012 and 2013. GM noted that the MFC is still waiting for final determination of 2023 taxable income but expects this information to be finalized soon.

Board inquired about why there is undistributed income from past years. Discussion was held about reasons the entire taxable income from past years was not disbursed immediately and the steps the board is taking to review profits from past years to return dividends to owners. The board expressed enthusiasm for returning profits to the owners.

Motion: To allocate 20% of the taxable income from 2023 as well as the undistributed taxable income from 2012 and 2013 as a patronage dividend (motion by T. Rulseh, second M. Dewar).

Action: Motion passed unanimously.

- iii. Community Engagement (N. Frischkorn, M. Augustyn, O. Kingery, E. Sally): Committee changed its name from Owner Linkage and Engagement to Community Engagement and noted that it will be focusing on education.
- iv. Elections & Orientation (R. Kochis, O. Kingery, A. McGrath): Committee will meet next week.
- v. Governance (M. Augustyn, N. Frischkorn, A. McGrath, T. Rulseh): Committee met to review charter. Committee will review D policies prior to the August meeting. After D policies are accepted, the committee will work on reviewing Bylaws. The meetings will be open to the entire board. Changes to bylaws will be presented prior to the Annual Meeting and will be voted on at the Annual Meeting.
 - 1. Review Delegation Policies
 - 2. Begin Planning Bylaws Review
- vi. Diversity, Equity, and Inclusion (E. Sally, O. Kingery): Did not meet.
 - 1. Review Delegation Policies

- (b) Review Committee Charters and Procedures (All Committees): For next month, committees should review and update charters as needed. Updated charters and procedures should be stored on Teams. Committees are also encouraged to update Teams with procedures and timelines relevant to their committees.

VIII. Public Comment Period: N. Frischkorn noted that G policies were reviewed a few months ago, however it was noted that the Vice President's role is not clearly defined in the policy. N. Frischkorn has been working on defining the VP's role to focus on policy and maintain the policy register, which would enable the board president to focus on other work. Changes will be reviewed prior to the August meeting and acceptance of G8 will be on the August Consent Agenda.

IX. Closings:

- (a) August Assignments:
 - i. Board Education: Policy Governance
 - ii. L5 – Financial Condition 2nd Quarter (M. Gougeon)
 - iii. Store Report (M. Gougeon)
 - iv. Committee Reports and Discussion
 - 1. Approve Committee Charters and Procedures (All Committees)
 - 2. Review Bylaws (Governance and DEI)
 - 3. Committee Work Begins
 - v. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of July Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)
 - 5. Accept Delegation Policies (Governance and DEI)

6. Accept Changes to G8 – Vice President's Role

- X. ***Motion to adjourn at 8:03 p.m. (motion by T. Rulseh, second N. Frischkorn).
Action: Motion passed unanimously.***

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

Emily Weddle
Board Recorder