

**Minutes of the
Marquette Food Co-op Board of Directors
August 20, 2024 Meeting**

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

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

Absent: M. Dewar (*excused*).

Staff: GM Matt Gougeon, Austin Dupras, Kat Eaton, Bri Larson, Sarah Monte. Evan Zimmermann (*online*).

Public: Harley Erickson.

II. Preliminaries:

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

III. 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 agenda and consent agenda without changes (motion by O. Kingery, second N. Frischkorn).

Action: Motion passed unanimously.

- IV. Public Comment Period:** Harley Erickson provided a written report and addressed the board to discuss cooperatives in the community and how cooperatives can work together and support one another. Erickson submitted a proposal for the Marquette Cooperative Alliance and discussed the work of several cooperative groups that are working with other cooperatives in their regions. Discussion was held. The board expressed interest and thanked Erickson for his presentation.

Evan Zimmermann invited interested board members to attend a meeting regarding housing cooperatives. Further information will be emailed.

- V. Board Education: Policy Governance:** M. Augustyn gave a presentation based on Colluminate's 10 Principles of Policy Governance. Discussion was held about Ends Policies, Limitations Policies, and Governance Policies and discussion was held.

VI. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided to the board. GM discussed sales revenue and discussed financial condition. GM noted that personnel costs are relatively high but reported on areas where savings have increased and costs are down. Sources of income were discussed. Positive impacts related to purchasing, shopping behaviors, and promotions were discussed. GM reported that Bri Larson and GM will be attending NCG's retreat

for co-op managers in Detroit. GM discussed report from NCG's Prepared Foods Specialist. NCG's Meat Specialist will be visiting the MFC in September to give suggestions and recommendations. GM updated the board about patronage dividend distribution which is underway for 2012, 2013, and 2023. GM noted that he will be attending NCG's Fall Meeting in Minneapolis and has been asked to give a talk to new GMs. GM reported that the Bakery Manager is relocating and the MFC has already identified a replacement. Keewenaw Co-op will be reopening in October and MFC staff will be assisting them in setting the store.

- (b) L5 – Financial Condition 2nd Quarter (M. Gougeon): Directors received the report prior to the meeting and came prepared to act. Data was discussed and a typographical error was noted. L5.6 EBITDA numbers were 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. Danz, M. Dewar, R. Kochis, T. Rulseh): Did not meet. Committee will meet in September to begin the GM evaluation process. T. Rulseh joined the committee and N. Frischkorn is stepping off the committee.
- ii. Finance (R. Kochis, M. Danz, M. Dewar, T. Rulseh): Met and discussed finances including labor costs. Discussion was held about next month's meeting, noting that GM and R. Kochis will be absent. Committee will plan to meet with Kat Eaton.
- iii. Community Engagement (N. Frischkorn, M. Augustyn, O. Kingery, E. Sally): Did not meet.
- iv. Elections & Orientation (R. Kochis, O. Kingery, A. McGrath): Met to discuss plan of action.
 1. Committee Work Begins
 2. Committee Report Due 9/8/24 for October publication
- v. Governance (M. Augustyn, N. Frischkorn, A. McGrath, T. Rulseh): Met to review G8 and Vice President's Role and will meet in September to begin planning bylaws review. It was noted that newly adopted policies have been updated online and have been submitted to the GM.
 1. Review Bylaws

- vi. Diversity, Equity, and Inclusion (E. Sally, O. Kingery): Did not meet but will plan to review bylaws.
 - 1. Review Bylaws
- vii. Approve Committee Charters and Procedures (All Committees): Updated charters will be stored on Teams in their committee folder. A reminder to submit charters and procedures will be sent with next month's agenda.

VIII. Public Comment Period: Discussion was held about planning for next year's Annual Meeting of Owners. Venue options and logistics were discussed. Seating capacity, parking, and transportation were discussed.

IX. Closings:

(a) September Assignments: Reminder for all committees to submit their committee charters and procedures to the board for final approval at next month's meeting will be sent out with the September agenda.

- i. L2 – Staff Treatment (M. Gougeon)
- ii. L3 – Compensation and Benefits (M. Gougeon)
- iii. Store Report (M. Gougeon)
- iv. Committee Reports and Discussion
 - 1. Elections and Orientation Committee Report Due 9/8/24
 - 2. Begin GM Evaluation Process (GM Evaluation)
 - 3. Review Bylaws (Governance and DEI)
 - 4. Board Budget Review (Finance)
- v. Consent Agenda
 - 1. Electronic Communications
 - 2. Approval of August Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)
 - 5. Approve Committee Charters and Procedures (All Committees)

**X. *Motion to adjourn at 7:47 p.m. (motion by O. Kingery, second N. Frischkorn).
Action: Motion passed unanimously.***

Next Board Meeting: September 17, 2024 at 6:00 p.m.

Emily Weddle
Board Recorder