

**Minutes of the
Marquette Food Co-op Board of Directors
February 18, 2025 Meeting**

Start time: Meeting was called to order by president M. Augustyn at 6:07 p.m.

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

Absent: E. Sally.

Staff: GM Matt Gougeon, Sarah Monte, Bri Larson, Kat Eaton, Kim Sheridan, Evan Zimmermann, Kelly Cantway.

Public: Alex Berger, Eric Hagstrom, Stephanie Weaver, Mary Pat Linck

II. Preliminaries:

- (a) Approval of Agenda & Additions: Agenda was reviewed. Item V. "Accountant Presents Year End Financials to the Board" was removed and postponed to a future meeting. Closed Session was added after Closings.

III. Consent Agenda:

- (a) Electronic Communications
- (b) Approval of January 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.

IV. Public Comment Period: None.

V. Board Education: Local Food Systems (O. Kingery) Local farmer and board member O. Kingery presented about local food systems in the Upper Peninsula. Kingery discussed farms across the UP and the benefits of eating local foods. Kingery discussed a variety of structures used in farming on greenhouses, high/low tunnel structures, hoop houses, caterpillar tunnels, and also gave an overview of a variety of farming practices such as closed loop, dry farming, hydroponic, and regenerative agriculture. The board expressed enthusiasm for learning about local food systems and suggested ways to share this information more broadly with the community.

VII. GM Monitoring:

- (a) Store Report (M. Gougeon): GM reported on January sales and discussed the increase in revenue due to shoppers visiting Marquette for the UP200. GM reported that Kelly Cantway is returning to the MFC to work as HR Director. GM updated the board about the Prepared Foods update. GM also discussed refrigeration systems and expressed that the MFC would like to change its refrigeration system to a system that is less harmful to the environment. GM also discussed solar projects. It was reported that an NCG Produce Specialist visited

the MFC and recommendations are forthcoming. CCMA will be held in Duluth this year and board members are invited to register. Discussion was held about MFC office space.

- (b) L5 – Financial Condition 4th Quarter (M. Gougeon): Board received the report prior to the meeting.

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) Annual Ends Report (M. Gougeon): Written report was provided prior to the meeting. GM acknowledged the work of MFC staff in compiling the report. GM noted the increases in compensation over the past year for MFC staff and noted the increase in base pay over the past several years. Board shared positive feedback about the report.

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.

VIII. Board Monitoring & Discussion:

- (a) Committee Reports and Discussion:

- i. GM Evaluation (M. Augustyn, M. Danz, M. Dewar, R. Kochis, T. Rulseh): Done.
- ii. Finance (R. Kochis, M. Danz, M. Dewar, T. Rulseh): Discussed January finances and noted metrics that are being monitored. Committee discussed patronage rebates and taxable income. Liability insurance for board actions was also discussed.

Motion: To allocate 2024 net income for patronage dividends. The actual amount to be distributed will be determined at a future date (motion by R. Kochis, second T. Rulseh).

Action: Motion passed unanimously.

- iii. Community Engagement (N. Frischkorn, M. Augustyn, O. Kingery, E. Sally):
 1. Community Engagement Committee Report Due 2/9 for March Publication: Report was submitted
 2. Plan Earth Day Cleanup: Planning is underway. O. Kingery has been attending NMU's Earth Week meetings and reported on

events taking place during Earth Week. Partridge Creek, Recycle 906, and UP Environmental Coalition will be set up at the store. The community trash pick-up event will be held Saturday, April 26 11 a.m. – 2 p.m. and will meet at the MFC.

- iv. Elections & Orientation (R. Kochis, O. Kingery, A. McGrath): Committee thanked board candidates for attending the meeting. Voting is currently open and closes February 26. Committee will keep everyone updated.
- v. Governance (M. Augustyn, N. Frischkorn, A. McGrath, T. Rulseh): Committee is working on final revision to proposed bylaws changes.
 - 1. Review Governance Policies: Postponed.
- vi. Diversity, Equity, and Inclusion (E. Sally, O. Kingery): Did not meet but is working on considering accessibility of Earth Day activities.
 - 1. Review Governance Policies: Postponed.

(b) President's Write-Up about Annual Meeting: Write-up has been submitted.

(c) Certify Membership: Because T. Rulseh is running for reelection, A. McGrath will be tasked with certifying the membership to ensure no conflict of interest.

IX. Public Comment Period: Board candidates commented about the meeting and expressed their interest in joining the board.

X. Closings:

(a) March Assignments:

- i. Accountant Presents Year End Financials to the Board
- ii. L4 – Membership (M. Gougeon)
- iii. L2 – Staff Treatment (M. Gougeon)
- iv. Store Report (M. Gougeon)
- v. Committee Reports and Discussion
 - 1. Begin CCMA Planning
 - 2. Plan Board Social (Community Engagement)
 - 3. Earth Day Cleanup Follow-Up (Community Engagement)
 - 4. Annual Membership Meeting (Community Engagement)
 - 5. Board Elections (Elections and Orientation)
 - 6. Plan Earth Day Cleanup (Community Engagement)
- vi. Consent Agenda
 - 1. Electronic Communications
 - 2. Approval of February Minutes
 - 3. Outreach Report (S. Monte)
 - 4. UP Food Exchange Report (S. Monte)

XI. *Motion to Enter Closed Session at 7:31 p.m. (motion by T. Rulseh, second R. Kochis).*
Action: Motion passed unanimously.

Discussion was held in closed session regarding branding and board application process as governed through Bylaws. Board reviewed section 12 language in the revised Bylaws.

Motion: To return to open session at 7:58 p.m. (motion by T. Rulseh, second N. Frischkorn).

Action: Motion passed unanimously.

XII. *Motion to adjourn at 7:59 p.m. (motion by R. Kochis, second N. Frischkorn).*

Action: Motion passed unanimously.

Next Board Meeting: March 18, 2025 at 6:00 p.m.

Emily Weddle
Board Recorder