

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

Start time: Meeting was called to order by president T. Rulseh at 6:01 p.m.

Roll call: A. Adan, A. Berger (Zoom), M. Dewar (Zoom), G. Hoffmann, O. Kingery, A. McGrath, T. Rulseh, S. Weaver.

Absent: M. Danz (excused)

Staff: GM Matt Gougeon, Kelly Cantway, Bri Larson, Kim Sheridan, Sarah Monte

Public: None.

I. Roll Call

II. Agenda Overview and Approval: Item VI. *b. Board Retreat* was added to the agenda.

III. Consent Agenda: Outreach Report was removed from Consent Agenda for discussion.

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

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

Action: Motion passed unanimously.

- (d) Outreach Report (S. Monte): Outreach Report was provided prior to the meeting. Discussion was held about the Annual Meeting. NMU's Northern Center is not available for next year, so Monte is exploring options for other venues. The Board acknowledged the work that went in to a successful October for the MFC.

IV. Public Comment Period: None.

V. GM Monitoring:

- (a) Store Report (M. Gougeon): GM reported that October sales were strong. GM noted that November sales are slowing down and the impact of decreased SNAP purchases was discussed. GM reported that overall the MFC is in great financial shape for the year. GM reported on food pantry donations. GM met with architects to investigate ideas for how the MFC can increase retail space, parking, and office space in its current location. The 2025 Sally Closser Green Spirit Award from the Marquette Beautification and Restoration Committee was awarded to the MFC and Plant Theory for the rehabilitation of the MFC gardens and green spaces. MFC reported that the MFC is working with the MARESA Transition Program's Work Based Learning program to host two vocational students. The MFC has hired another student from the program as a part time employee. GM reported on the NCG Retail Technology Working Group. GM also noted that patronage dividend distribution is coming to an end.

- (b) L5 – Financial Condition 3rd Quarter (M. Gougeon): Written report was provided 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) L9 – GM Succession (M. Gougeon): Written report was provided prior to the meeting. GM noted that this policy is written for an emergency situation that would result in the sudden loss of the GM. Four individuals are named in the plan, and all members of the Admin Team are instrumental in the plan. Board discussed having the Executive Committee and Admin Team to run through the GM Succession plan as a drill following the January meeting on January, 20.

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.

VI. Board Monitoring & Discussion:

(a) Committee Reports and Discussion:

- i. GM Evaluation (A. Adan, M. Danz, M. Dewar, T. Rulseh):

1. GM Evaluation Results: Discussion will be held during Closed Session.

- ii. Finance (A. Berger, M. Danz, M. Dewar, G. Hoffmann): Committee met prior to the meeting. Reclassification of short-term debt to long-term debt was discussed. Committee discussed plans for future refinancing.

1. Board Budget Finalized: The board reviewed the proposed budget and discussed variables related to Annual Meeting expenses. The Finance Committee proposed that the board vote on the budget proposed last month.

Motion: To approve the budget as presented by the Finance Committee (motion by A. McGrath, second O. Kingery).

Action: Motion passed unanimously.

Discussion was held about changed language in L5. L5.2 was discussed. GM reminded the board that the board, not MFC operations or the GM, is tasked with managing preferred shares. GM discussed the process by which preferred shares are redeemed. Committee proposed removing restrictions that are

mentioned in the data in L5. GM noted that the only place the restriction is recorded is in board minutes from 2018. Finance committee proposed that the board continue to put no restrictions on preferred share redemptions.

Motion: To rescind prior board's decision to restrict funds for preferred share buy-backs (motion by S. Weaver, second G. Hoffmann).

Action: Motion passed unanimously.

Committee also reported that the Annual Review is to be completed February 3.

- iii. Community Engagement (O. Kingery, A. McGrath, S. Weaver): Did not meet but will meet prior to the December meeting to begin planning 2026 activities including the Annual Earth Day Clean-up.
 - iv. Elections & Orientation (A. Berger, O. Kingery, A. McGrath): There is currently one applicant. A. Berger, M. Dewar, and G. Hoffmann are up for reelection and will need to reapply. Committee will confirm if there are any restrictions or guidelines on campaigning in the Bylaws. It was noted that store policy prohibits solicitation, which would prevent campaigning in the store. Board President submitted article for *Fresh Feed*.
 - v. Governance (A. Adan, A. McGrath, T. Rulseh): Minor changes were proposed for policy language. Committee will send the suggestions out to the board over email.
 - 1. Accept Limitations Policy: Postponed to December meeting.
 - vi. Diversity, Equity, and Inclusion (O. Kingery, S. Weaver, G. Hoffmann): Did not meet.
- (b) Board Retreat: Planning is underway for the board retreat. It will be held Saturday, January 17, from 9am to 3pm at the Women's Federated Clubhouse. Content for the retreat was discussed. Potential topics for discussion include a review of the Bylaws, committee breakouts, and financial discussion. Discussion was held about the benefits of enlisting the help of a facilitator from Columinate.

Motion: To secure a facilitator for the Board Retreat (motion by A. Berger, second A. McGrath).

Action: Motion passed unanimously.

GM will contact Columinate to get them in touch with T. Rulseh.

Motion: To explore food options from the MFC and to present the results at the December meeting (motion by A. Berger, second A. McGrath).

Action: Motion passed unanimously.

VII. Public Comment Period: None.

VIII. Closings:

(a) December Assignments:

- i. L11 – Strategic Planning (M. Gougeon)
- ii. L6 – Budgeting and Financial Planning (M. Gougeon)
- iii. Store Report (M. Gougeon)
- iv. Board Retreat
- v. Committee Reports and Discussion
 1. Quarterly Review of Governance Policies(Governance Committee)
 2. Accept Limitations Policies (Governance)
- vi. Consent Agenda:
 1. Electronic Communications
 2. Approval of November Minutes
 3. Outreach Report (S. Monte)
 4. UP Food Exchange Report (S. Monte)

IX. *Motion to enter Closed Session at 7:28 p.m. (motion by A. Berger, second A. McGrath).*

Action: Motion passed unanimously.

Motion to return to open session and adjourn at 7:56 p.m. (motion by A. Berger, second A. Adan).

Action: Motion passed unanimously.

X. Meeting adjourned at at 7:56 p.m.

Next Board Meeting: December 16, 2025 at 6:00 p.m.

Emily Weddle
Board Recorder