

**Minutes of the
Marquette Food Co-op Board of Directors
December 16, 2025 Meeting**

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

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

Absent: A. Adan, A. Berger

Staff: GM Matt Gougeon, Kelly Cantway (Zoom), Kat Eaton (Zoom), Bri Larson, Kim Sheridan, Sarah Monte

Public: None.

I. Roll Call

II. Agenda Overview and Approval

III. Consent Agenda:

- (a) Electronic Communications
- (b) Approval of November 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 G. Hoffmann, second A. McGrath)

Action: Motion passed unanimously.

O. Kingery and A. McGrath volunteered to write board testimonials.

IV. Public Comment Period: The board thanked O. Kingery for cookies. Discussion was held about the operating hours for the hot bar. GM explained that to avoid excessive food waste the MFC currently focuses on serving lunch.

V. GM Monitoring:

- (a) Store Report (M. Gougeon): Written report was provided. GM noted that November had less growth than other months, but December sales have picked up. GM anticipates ending the year strong. GM reported that there was a record sales day prior to Thanksgiving. The impact of the November snow storm was discussed. GM reported that staff bonuses have gone out. It was also noted that the patronage dividend had a high rate of reclamation.
- (b) L11 – Strategic Planning (M. Gougeon): Board received written report prior to the meeting and came prepared to act. GM discussed the report, noting it is a conservative plan. GM explained that much of the strategy is organizational strengthening and planning for future expansion. Discussion was held about the MFC's 2012-13 expansion and capital campaign.

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) L6 – Budgeting and Financial Planning (M. Gougeon): Board received written report prior to the meeting and came prepared to act. GM discussed the plan, noting that it is a conservative plan for a typical year. Debt was discussed. GM explained that the plan focuses on strengthening the MFC leadership, facilities, and position in the community. GM explained that personnel costs are budgeted to reflect scheduled increases in compensation. Debt terms were discussed. GM acknowledged the work of K. Eaton in preparing the budget. Board members expressed their appreciation for the organization of the reports and clarity of data and information.

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. T. Rulseh met with GM to discuss the GM Evaluation process.
- ii. Finance (A. Berger, M. Danz, M. Dewar, G. Hoffmann): Committee met prior to the meeting. Discussed L7.2. Committee recommended keeping language broad to cover a variety of scenarios. Financial Plan was discussed. Results from meeting with architect were reviewed by the committee. Committee reviewed bonus structure. Discussion was held about potential competitors and potential impacts.
- iii. Community Engagement (O. Kingery, A. McGrath, S. Weaver): Committee will meet in January.
- iv. Elections & Orientation (A. Berger, O. Kingery, A. McGrath): Two applications have been submitted. G. Hoffmann is running. M. Dewar is not planning to run again. Interested individuals are encouraged to apply. There is still a month before the application deadline.
- v. Governance (A. Adan, A. McGrath, T. Rulseh): Committee reviewed policies and encourages all board members to read through the policies.
 1. Quarterly Review of Governance Policies:

- (a) L1 – Treatment of Customers: Board requested clarification on the procedures by which customers can file formal complaints or suggestions. No changes to the policy are required.
- (b) L5.5 was discussed. Discussion was held about property acquisitions and potential scenarios that might be covered by policy. No changes were proposed.
- (c) Reporting from participation in NCG conferences was discussed. No changes to policy were proposed.
- (d) L9.1 was discussed. It was noted that GM is responsible for naming successors in the event of the departure of current named successors. GM proposed a sub policy to clarify plans to prevent a lapse in naming a successor. Minor clarification of language was proposed: “GM will not allow a lapse in succession plan and will update the plan if one or more successors are no longer eligible.”
- (e) DEI will be reviewed in 2026.

2. Accept Limitations Policy:

***Motion: to approve the L policies with the amended L9 (action by A. McGrath, second O. Kingery)
Action: Motion passed unanimously.***

vi. Diversity, Equity, and Inclusion (O. Kingery, S. Weaver, G. Hoffmann): Did not meet.

(b) Board Retreat: Retreat will be held at the Women’s Federated Clubhouse on January 17 from 9am – 3pm. A facilitator from Columinate can be contracted to participate by Zoom. Columinate will put together a proposal for the retreat agenda. A. McGrath will confirm technology capabilities at the venue. M. Dewar will give a presentation on financial documents.

i. Retreat Food Selection: MFC food options were discussed over email prior to the meeting. Allergens including mushrooms and rosemary are requested to be clearly labeled. M. Dewar volunteered to pick up the food order. A. McGrath will bring coffee and O. Kingery will bring donuts.

VII. Public Comment Period: The board thanked S. Monte for the holiday gift bags.

VIII. Closings:

- (a) January Assignments:
 - i. L10 – Board Logistical Support (M. Gougeon)
 - ii. Store Report (M. Gougeon)
 - iii. Annual Retreat

- iv. Board Education: GM Succession Drill (Executive Committee and Admin Team)
- v. President's Write-up About Annual Meeting Due 2/13 for March Publication (T. Rulseh)
- v. Committee Reports and Discussion
 - 1. Review of Governance Policies (Governance Committee)
 - 2. Board Candidate Nomination Period Ends (Elections and Orientation Committee)
 - 3. Newsletter Bios for Board Candidates Due (Elections and Orientation Committee)
 - 4. Community Engagement Fresh Feed Article Due 3/13 for April publication (Community Engagement Committee)
- vi. Consent Agenda:
 - 1. Electronic Communications
 - 2. Approval of December 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 O. Kingery, second A. McGrath).*

Action: Motion passed unanimously.

Motion to approve a year-end bonus for GM (motion by G. Hoffmann, second A. McGrath).

Action: Motion passed unanimously.

Motion to return to open session 8:01 p.m. (motion by S. Weaver, second A. McGrath).

Action: Motion passed unanimously.

X. *Motion to adjourn 8:01 p.m. (motion by S. Weaver, second M. Dewar).*

Action: Motion passed unanimously.

Next Board Meeting: January 20, 2025 at 6:00 p.m.

Emily Weddle
Board Recorder