
MARIPOSA

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Mariposa Board Meeting Monday, March 4, 2019 - 6:30 PM to 9:00 PM

Location: The Cedar Works, 4919 Pentridge St, Philadelphia, PA 19143

In Attendance:

Nidhi Krishen, Convener

Kaila Pedersen, Secretary

Hannah Jo King, Treasurer

Clayton Ruley, At-Large Delegate

Liz Gross, Staff At-Large Delegate

Meg Carrol, Staff Delegate

Nancy Geryk, At-Large Delegate

Aj Hess, General Manager

Elise Greenberg, Owner Services Coordinator

Vera Foronda, Full Charge Bookkeeper

Zack Connor, Administrative Assistant to the General Manager

Absent:

Action Items
<ul style="list-style-type: none">• Elise & Nidhi will co-facilitate the Board candidates Q&A session; Zack will take minutes• Each Board member should come to the April Board meeting with at least 4 potential candidates• Kaila will check in with Elise to make sure the Board position & vacancy spreadsheet is up to date• Some small tweaks were needed for the December 2018 minutes; Kaila will post to Loomio• Nancy made a motion to approve the January 2019 minutes, Nidhi seconds, unanimously approved• Kaila will post the February 2019 Board minutes approval to Loomio• If approved on Loomio, Dec. 2018, Feb. 2019, Mar. 2019 minutes should be added to the consent agenda for April 2019• Kaila moves to approve B Global Executive Constraint Monitoring Report, Nidhi seconds, the Board accepted in compliance, with note on Articles of Incorporation, unanimously approved• Kaila moves to approve B1 Q4 2018, Nidhi seconds, the Board accepted with acknowledgment of noncompliance, unanimously approved

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- Nidhi & AJ will figure out new monitoring report schedule & bring it to the April Board meeting

Item	Discussion	Actions
1.	Check-in -	
2.	<p>Board Elections & Member Meeting</p> <ul style="list-style-type: none"> ● Next Member Meeting: Sunday, March 17 - 12p-2p ● It will be a Board candidates Q&A session <ul style="list-style-type: none"> ○ 5 candidates <ul style="list-style-type: none"> ■ 3 staff (Only 2 are able to be elected) ■ 2 member-owners ○ Elise & Nidhi will co-facilitate; Zack will take minutes ○ Elise has an agenda that she will send to the Board ○ As part of the agenda, Elise will need an update from the Board <ul style="list-style-type: none"> ■ Current Board work plan ■ Policy governance overview ■ Specific projects? ■ Vision for next Board year ● Since there is no contest for elections, members will just be voting yes or no ● Jamila Medley from PACA will be coming to chat ● Catered by Atiya Ola's; cheese samples too! ● Member-owners can vote online & in store through iPad set up at the MSD ● Voting will be closed at the end of Sunday, March 31st 	<ul style="list-style-type: none"> ● Elise & Nidhi will co-facilitate the Board candidates Q&A session; Zack will take minutes
3.	<p>Officer roles for new term</p> <ul style="list-style-type: none"> ● With upcoming Board member departures, the newly elected Board will only have 7 members <ul style="list-style-type: none"> ○ 3 staff members <ul style="list-style-type: none"> ■ Even though there are 3 staff members running for the Board, only 2 staff 	<ul style="list-style-type: none"> ● Each Board member should come to the April Board meeting

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	<p>members can be appointed since Meg is the staff rep to the Board</p> <ul style="list-style-type: none"> ■ There can only be 3 staff members on the Board <ul style="list-style-type: none"> ○ 4 member-owners ● There will still be some open seats that the current Board should think about recruiting some folks to be on the new Board <ul style="list-style-type: none"> ○ Elise will email the Board the member list to help with this process ○ Each Board member should come to the April meeting with at least 4 potential candidates ○ Board members can use questions from the Board application packet that Elise created ● Officer roles can only be member-owners <ul style="list-style-type: none"> ○ Once the new Board is elected, the (2) newly elected member-owners will have to become officers unless... ○ State requirement says you have to have at least a Convener & a Treasurer ● Kaila will check in with Elise to make sure the Board position & vacancy spreadsheet is up to date 	<p>with at least 4 potential candidates</p> <ul style="list-style-type: none"> ● Kaila will check in with Elise to make sure the Board position & vacancy spreadsheet is up to date
<p>4.</p>	<p>Clarity on Minutes & Reports Approval</p> <ul style="list-style-type: none"> ● December 2018 minutes - Some small tweaks were needed; Kaila will post to Loomio ● January 2019 minutes - basic minutes on GM hiring executive session; Nancy votes to approve the January 2019 minute, Nidhi seconds, unanimously approved ● February 2019 minutes - unsure if everyone had a chance to review; Kaila will post to Loomio ● If approved on Loomio, Dec. 2018, Feb. 2019, Mar. 2019 minutes should be added to the consent agenda for April 2019 ● B1 & B5 reports were read & approved 	<ul style="list-style-type: none"> ● December 2018 minutes - Some small tweaks were needed; Kaila will post to Loomio ● January 2019 minutes - basic minutes on GM hiring executive

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		<p>session; Nancy votes to approve the January 2019 minute, Nidhi seconds, unanimously approved</p> <ul style="list-style-type: none"> ● February 2019 minutes - unsure if everyone had a chance to review; Kaila will post to Loomio ● If approved on Loomio, Dec. 2018, Feb. 2019, Mar. 2019 minutes should be added to the consent agenda for April 2019
<p>5.</p>	<p>B Global Constraints & B1</p> <p><u>B - Global Executive Constraint</u></p> <ul style="list-style-type: none"> ● Regarding Articles of Incorporation <ul style="list-style-type: none"> ○ Too expensive to re-incorporate with law firm ○ <i>Next step: AJ contact other law firm</i> 	<ul style="list-style-type: none"> ● Kaila moves to approve B Global Executive Constraint Monitoring

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	<ul style="list-style-type: none"> ○ AJ is taking the lead on re-incorporating; it is ultimately the Board's responsibility ○ The Board can choose to go ahead and incorporate as consumer-owned rather than multi-stakeholder ○ This discussion should be added to the April Board agenda ● This policy is in compliance with the policy the Board has written for the GM; ultimately, it's the Board's responsibility to re-incorporate, just in this case, the GM is doing the research (B7.4 states when the GM should not withhold their opinion on the Board being out of compliance with its own policies) ● Kaila moves to approve B Global Executive Constraint Monitoring Report, Nidhi seconds, the Board accepted in compliance, with note on Articles of Incorporation, unanimously approved <p><u>B1 Q4 2018 Report</u></p> <p><i>Taxes</i></p> <ul style="list-style-type: none"> ● Vera explained to the Board that the co-op received a delinquent notice from 2016 & 2017 from a collections agency, Alliance One <ul style="list-style-type: none"> ○ For 2016 corporate net income tax, the co-op paid it, but it was written down as 2017 ○ Accrued fees & penalties due to this ● Will affect this year's estimated taxes ● Vera notified the Board that we paid everything we owed that we know ● Notice came in 1st quarter <ul style="list-style-type: none"> ○ So, B1 Q1 2019 will be out of compliance <p><i>B1.1 - Sales Growth</i></p> <ul style="list-style-type: none"> ● Sales growth bounced back <ul style="list-style-type: none"> ○ Sales were not great in 2018 ○ Just catching up in Q4 ● Produce doing great <ul style="list-style-type: none"> ○ Keeping products fully stocked ○ Shifted products around ● Packaged grocery is getting more attention now 	<p>Report, Nidhi seconds, the Board accepted in compliance, with note on Articles of Incorporation, unanimously approved</p> <ul style="list-style-type: none"> ● Kaila moves to approve B1 Q4 2018, Nidhi seconds, the Board accepted with acknowledgment of noncompliance, unanimously approved
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	<ul style="list-style-type: none"> ● Bulk showing positive sales growth ● Overall, sales growth is not sustainably trending ● Only so much space <ul style="list-style-type: none"> ○ The co-op will eventually reach a maximum potential for sales per square footage ● UNFI out of stocks out of control <ul style="list-style-type: none"> ○ Buyers will order items, but they won't come in ○ Increased over past year since merger of Amazon & Whole Foods ● Supplements - growing 13-14% ● Increase in total customer amount <ul style="list-style-type: none"> ○ Customer amount vs. average basket not the same ● There were less shoppers during Thanksgiving <ul style="list-style-type: none"> ○ Last few years, the co-op has been out of key items, so customers didn't bother showing up ○ Small store = not a space for carts <p><i>B1.5 - Growth in Ownership</i></p> <ul style="list-style-type: none"> ● Growth numbers are not out of compliance, but that's due to the growth goal being for the year rather than being for the quarter specifically ● Q1 2019 - change operational definition ● Started email equity reminders every 3 months! ● Goal: to have a reminder at registers <ul style="list-style-type: none"> ○ Maybe put benefits on hold if equity payment has not been made on time <p><i>Notes</i></p> <ul style="list-style-type: none"> ● NCG considers less than 3% sales growth, insufficient <ul style="list-style-type: none"> ○ The budget accounts for this, but this isn't always relevant to the co-op's budget goals ● When has the co-op reached a point of stasis? <ul style="list-style-type: none"> ○ Supposed to grow more, but the co-op is coming to terms with its size ● At what point (ex: lack of financial growth) do we determine next steps and what are next steps? <ul style="list-style-type: none"> ○ Exploratory group for expansion or stay where we're at 	
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	<ul style="list-style-type: none"> ○ Staff would need to be included in the conversation ○ Community engagement ○ Is another food co-op what people want or some other service a cooperative could help facilitate? ● Plan for B1 - training <ul style="list-style-type: none"> ○ The Board would like an update for the April Board meeting on training needs for staff ● Kaila moves to approve B1 Q4 2018, Nidhi seconds, the Board accepted with acknowledgment of noncompliance, unanimously approved 	
6.	<p>Monitoring Reports Schedule</p> <ul style="list-style-type: none"> ● B7 & B8 monitoring reports are due for next month; the Board decided to scrap this ● There's a need to redo schedule for monitoring reports since the reports are timed intentionally with their most appropriate month ● Nidhi & AJ will figure out new monitoring report schedule & bring it to the April Board meeting 	<ul style="list-style-type: none"> ● Nidhi & AJ will figure out new monitoring report schedule & bring it to the April Board meeting
7.	Check-out	