
MARIPOSA

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Mariposa Board Meeting: Monday June 1, 2020 - 6:30 PM to 9:00 PM

Location: Google Meets Video Conference

In Attendance:

Nidhi Krishen, Convener

Meaghan F. Washington, Treasurer

Meg Carrol, Staff Delegate

Tiernan Alexander

Lorelle Becton

Tim Crouch

LaToya Johnson

Min Jung

Rachel Reed

Rodney Sheppard

Vera Foronda

Nailah Frye

Aj Hess, General Manager

Shatara Ford, Administrative Assistant to the General Manager

Action Items
<ul style="list-style-type: none">••

Item	Discussion	Actions
1.	Check-in - <ul style="list-style-type: none">• Nidhi convenes the meeting at 6:35PM. Nailah and Latoya are not yet present in the meeting.• Welcome new members and farewell to former members• Introductions, opportunity to share feelings	

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2.	<p>Community Agreements - 5 Minutes</p> <ul style="list-style-type: none"> ● Assume positive intent ● Step up, step back ● Board wholism <p>❖ Rodney asks about “to be finalized” on the agenda. Nidhi acknowledges that they have never formally been finalized.</p>	<ul style="list-style-type: none"> ● New board to further flush out the community agreements and adjust as needed ●
3.	<p>Seat New Board - 60 Minutes</p> <p>Nidhi gives overview of roles (Convener, vice convener, treasurer, secretary)</p> <ul style="list-style-type: none"> ● Aj interjects to bring up that the current board had decided not hold elections in June meeting since new board had not gotten chance to meet in May as they would typically. Aj and Nidhi had convo when setting agenda about issue with board elections with Claytons seat. Clayton is no longer on the board as was thought, secretary seat is now open so elections will happen in June meeting. ● Tiernan asks about who is continuing on the current board. ● Aj put officer position descriptions in chat ● Tiernan self nominates for secretary and states qualifications ● Aj points out that staff are not supposed to be seated as officers of the board ● Min nominates self as treasurer and states qualifications ● Min states they would be happy to go into any role ● Tim states interest in either convener or vice convener and states qualifications but acknowledges dynamics of being the only white male to hold such a position does not feel representative of community. ● Min asks for reminder of who is staff ● Lorelle states she wouldn't mind being vice convener if no one else steps up. ● Tiernan states that she would run for any seat. 	<ul style="list-style-type: none"> ●

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| | <ul style="list-style-type: none">● Rodney doesn't want to jump in ahead of himself; finding "sea legs" on board again, Rodney states that he will serve if called to but not as convener.● Tiernan nominates Rodney - not as any clear role?● Aj reminds new board that the officer roles are one year roles. Tiernan asks clarifying question about limits to serving in officer positions.● Shatara states that direct chat is not an option for voting. Going to move voting to email. Shatara clarifies roles. Rodney states he would rather let others take officer roles, Lorelle nominates Rodney.● Secretary, treasurer, convener are uncontested. Only voting for vice convener.● Discussion around if we should vote via consensus in meeting, with voice.● Aj points out that we forgot to make sure we have received both conflict of interest and confidentiality statements before we do the vote. Rodney has not gotten his back in to Shatara, and therefore cannot run for an office seat.● Rodney hasn't had the chance to review everything and doesn't really feel prepared - kicks back vice convener seat to Lorelle.● Lorelle accepts nomination.● Tim shares conflict of interest; Married to Shatara. Conflict of interests is that he is married to a staff member, potential operational issues.● Meg questions what the implications might be of Tim being in his position.● Tim states that he would have to abstain from certain decisions especially relating to staff, and that Shatara reports to Aj.● Nidhi questions what the procedure would be to ensure Tim remains impartial? Do we need to define situations now and define how we would proceed?● Min has a question about what is operationally the difference between Tim being a board member and Tim being the convener?● Aj answers that it might potentially come forward in negotiating their contract. Or potentially approving | |
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	<p>staff compensation and treatment report. Precarious position with retaliation; either from the board standpoint or staff standpoint. Aj might be afraid to enact a disciplinary action for potential retaliation. Needs to be clear that the board is an employer and needs to remember that as they interact with Aj or staff.</p> <ul style="list-style-type: none">● Nidhi moves forward with making a decision. Doesn't see anything explicitly stating anything about conflict of interest in bylaws.● Meg asks that in light of Tim's conflict of interest is anyone now more interested in convener role?● Tiernan is interested.● Aj asks if there are there any other conflicts of interests?● Rodney states that other things might unfold later, could the recuse themselves later?● Meg clarifies.● Nailah joins the meeting an hour into the meeting.● Shatara acknowledges that it is a really weird power structure and it is worth sitting with it and understanding. It could potentially put Shatara in a really awkward position if we aren't constantly working to be open and clear with it. Also states that the convener role should be teased out a little more; convener is not a great word for what the actual role is.● Nidhi provides more context; doesn't make decisions on own, as convener, can set the agenda and drive the agenda● Lorelle asks clarifying question around if we can rather than define everything that might arise now, be mindful of it and point it out as it comes up or is maybe happening. Aj answers that yes and that is part of the role of the convener; to make sure that the board is following its own policies.● Shatara asks to dwell a little longer on the vice convener role. Nidhi can't really shed insight or light on that role since the board has not really had a vice convener for some time.	
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	<ul style="list-style-type: none"> • Tim asks Tiernan about interests in being convener. And states that we need to monitor Tim’s conflict of interest as a board member going forward and not just as an officer on the board. Doesn’t want it to become a distraction. He suggests stepping back from the convener role. • Meaghan nominates Tim for vice convener. • LaToya doesn’t have any questions; wouldn’t mind running for one of the seats but doesn’t understand them enough to feel comfortable putting herself in that situation. • Rachel agrees with LaToya. • Nidhi reads exact definition of roles from bylaws. • Nidhi wraps up: Tiernan for convener, Tim for convener or vice convener, Min for treasurer, Tiernan Lorelle for maybe also vice convener. LaToya volunteers for secretary. Nidhi moves to vote. • Shatara moves the vote to email. 	
4.	<p>Consent Agenda - 5 Minutes</p> <ul style="list-style-type: none"> • The following were approved by online vote: Minutes from May 2020 Board meeting, Minutes from April 15th, 2020 executive session, patronage decision that was made in May 2020 to distribute 20% patronage and retain 80%. • Aj points out that there needs to be a formal vote. • Nidhi asks that all board members who are in favor to say aye. • Min abstained. 	<ul style="list-style-type: none"> •
5.	<p>Board Terms</p> <ul style="list-style-type: none"> • Aj gives overview of terms limits • Vera is a 2 year seat, Nailah is 3 year, 3 3 year, 2 2 year, 2 seats that are 1 year terms. • Asks for questions and explains that it is self selection for choosing terms unless the board decides that it would like to do it another way, perhaps by vote and maybe the ones with more votes get longer terms. • Tiernan asks questions about board members holding consecutive terms 	<ul style="list-style-type: none"> • To be done later: Bylaw change to define whether or not leaving board members can vote in

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	<ul style="list-style-type: none"> • Board members state preferences and volunteer for terms in the chat function of the call. • Rachel asks if officer positions change every year. • 3 - Rodney, Min, Tim. 2 - Tiernan, Rachel. 1 - Lorelle, LaToya • Nidhi asks if anyone would like to change anything - no responses. Moves to vote. • Tim states that he and LaToya were both equally flexible. • Voting will be happening via email. • Shatara asks if Meg can vote. It's unclear. • Voting happening via email with Shatara. • Convener is Tiernan, Vice Convener is Tim, Secretary is LaToya and Min is the treasurer. One abstention on the vice convener vote. Terms were approved with one abstention. 	final meeting.
6.	<p>GM Monitoring - 20 Minutes</p> <ul style="list-style-type: none"> • Nidhi gives overview of monitoring reports • B1 - Q1 <ul style="list-style-type: none"> ○ Clarifying questions. ○ Move to approval process. B1 is accepted and in compliance • B4 <ul style="list-style-type: none"> ○ Policies need to be updated to align with bylaws. ○ Clarifying questions about bylaw changes. ○ Move to approval process. B4 is accepted • B5 <ul style="list-style-type: none"> ○ Nidhi highlights that B5 is out of compliance due to customer count not increasing year over year. ○ Clarifying questions re: survey and if the pandemic changes or should change the report. ○ Move to approval process. B5 is accepted with acknowledgement of non compliance. 	Policies need to be reviewed to ensure that they are still relevant; B4 highlights this.
7.	<p>Discussion of statement from Board</p> <ul style="list-style-type: none"> • Review of the statement. Aj hasn't seen the statement yet. • Clarifying questions. 	

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	<ul style="list-style-type: none">• Discussion about amount of donation to be made to Philadelphia Bail Fund.• Tiernan moves to approve delegating the writers of the statement to have the final say and the board stands behind them. Nidhi seconds it. The motion passed unanimously• Nidhi motions to adjourn. Meeting adjourned at 9:34PM.	
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