
MARIPOSA

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Mariposa Board Meeting: Tuesday September 8th, 2020

Location: Video Conference

In Attendance:

Tiernan, Convener
Rachel, Board Member
Tim, Vice-Convener
Lorelle, Board Member
Rodney, Board Member
Nailah, Staff elected Board Member
Meaghan, Board Member (Staff)
Vera, Member elected staff representative
Aj, General Manager

Convene: 6:37 pm

Agenda

5 minutes - Check-in

5 minutes - Interim Community Agreements

- All Cameras on
- Keep muted unless you are talking
- Assume positive intent
- Step up, step back
- Board holism

5 Minutes - July Meeting Minutes

- Minutes were not available for review
- Tabled for October
- **ACTION ITEM:** Aj will send out

45 Minutes - GM Monitoring Reports

- B1 document review
- Aj presented reports.
 - Less loss than anticipated
 - Included some FYI info for more up to date information

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- Note that Reinvestment Fund looks at Debt Service Coverage Ratio annually, not quarterly. Either way is in compliance.
- Only data point not in compliance, is Net Profit
- Questions
 - Tim asked Aj's overall assessment of overall financial health, seems like cash on hand seems healthy and gives some breathing room.
 - Income was well above what was budgeted, sales well below, assume it was from small business loan
 - Aj responded that the small business loan is not reflected in the P&L. But the profit in Q1 was higher than anticipated due to increased sales and decreased spending
 - How has the customer count been impacted by increasing hours
 - Aj responded that the count is still down below the pre-pandemic count. Still limiting shoppers in at a time, but basket size is up.
 - Aj's response to overall co-op financial jeopardy. Feel confident that we could sustain for another 3 quarters. But concerned about staff burn out.
 - Member loans to be paid off by 2022.
 - Making other loan payments
 - Days cash increased, because with decreased sales there is decreased COGs and received the PPP loan
 - Overall healthy financial statements
 - Tim asked what else could we be doing to alleviate pressure on staff.
 - Aj mentioned that the color-coded team schedule is difficult, but necessary.
 - Mostly outside of our control
 - Need to get back into conversations around expansions
 - Space is too small for the amount of sales that we have been doing.
 - Rodney asked what ratio Aj was talking about.
 - Debt service coverage ratio
 - Basically the amount of money we brought in compared to the current portion of long term debt.
 - Do we have enough money to cover our debts
 - Rachel asked about what types of loans we have
 - Can be found on the supplemental documents

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- Property, building, freezer, member loans for expansion
- Tiernan asked about member loans
 - Put a call out to members for funds for expansion
 - Range in size and terms
- Aj explained the P&L and the Balance Sheet
 - Went into detail about equity
- Lorelle asked the difference between debt and liabilities
 - Debt is a type of liability, but basically the same
- Rodney would like to attend another training if it's offered

- ***Accepted as out of compliance***

Appointing board members to vacant seats

- Tiernan made some suggestions
 - Former board member, candidates who ran in previous election
 - Rodney and Meaghan agree if there are no issues in doing so.
 - No objections
 - **ACTION ITEM:** Tiernan will reach out to potential candidates

15 Minutes - Break

60 Minutes - Group Discussions

Action items on Black staff discussion/demands

- Board members could help do research on groups to do training and organization work
 - Rodney sent a suggestion, as did Tiernan
- Rodney -The feedback from the group was generalities, as it gets more specific the board can come up with more action items
 - Had sent a couple of resources
- Tim - the group put a lot of time and work into calling out issues and listing demands, wanted to hear from Aj what's possible in terms of the demands.
 - Some groups have been previously contacted about organizational audit. Part of the difficulty is getting responses from groups to do an organizational audit, some are booked, some don't have availability until at least 2021. Expressed some concern around legal guidelines around training requirements.
- Nailah asked about why an audit hadn't happened if it has been discussed previously over the past 2 years.
 - The conversations have happened in PComm with little progress.

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- Once the Black staff working group had stated that they wanted to decide on the group to do an audit, and with organizations not responding or not having availability, progress on that research stopped.
- Tiernan brought up trainings for staff and members
 - The board can budget for them to receive a training
 - Can operations budget more
 - Yes. Also current trainings could be tailored
- Tim - seems that the demands are deliverable with modifications for what is permissible.
 - Comes down to stakes and urgency
 - Concerned that there wouldn't be budget until 2021 or beyond
- Rachel - is there an update on where the staff group is at on finding an organization.
 - Agree that it feel urgent
- Nailah - took on researching and contacting agencies. Has been a month-long process. Received various forms of "no's"
 - Would have been helpful to get info from PComm to pool resources
 - Don't have capacity to continue the work with such a small team
 - Don't want the work to shift to other staff and not center the voices of that working group
- Meaghan - Is a lot of work outside of our other work
 - Glad to hear that board members were willing to support in the work
 - Whatever is discussed at the board meeting will be relayed to the working group
- Tim- effectively making use of the labor of the board
 - Board should say what capacity they have
- Tiernan - maybe have a master list of who has been contacted
- Lorelle - would be helpful to have more details about what is wanted from an organization wide audit
- Nailah - would be helpful to have another meeting with the working group
- Tiernan - schedule whole-board time to discuss, or create a small group of board members
 - How do you all feel about meeting with the group again
- Rodney - of course we're going to meet with them again.
 - Maybe having something on the receipt for what we expect from shoppers, addressing micro-aggressions
- Tiernan - the board is planning on re-writing ends and policies
 - Including input from black staff working group and other staff
 - The board can make a statement that they support meaningful change

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- Rodney - Some things are internal and some are external, changing the atmosphere
 - Get started on the things we agree and aren't controversial
 -
- Vera - have another meeting with the black staff working group to brainstorm on ways to be supportive and have reachable goals
- Nailah - what does the board see as reachable goals., so folks aren't doing work toward things that aren't able to happen.
- Tim - surely a question of priority within parameters of what we can do legally
 - As a priority, you find the budget to make it happen
- Tiernan - find a group to help figure out how to structure it
 - Asked Aj if we can meet the demands if we can find the budget and do it legally
 - Aj - yes we can do the audit, but the training can't be done as written
- Meaghan - seems the concern is having only white staff and white members do the training. Can't we recruit the same way we would do for homogeneous focus groups.
 - Could folks opt in?
 - Aj - yes
 - Meaghan stated that it felt like Aj said we could not meet the demands
 - Aj stated can't meet the demand as written and requested going into executive session to expand on legalities.
- Finish other business then move to executive session

Board retreat - planning

- Decisions needed on how to have it
 - Possibly 2 sessions or 1 day
 - Everyone agree on doing it all in 1 day
 - Possibly all online
 - Do folks feel comfortable meeting in person, socially distanced, wearing masks
 - Is Cedarworks open, Nailah thinks they aren't
 - ACTION ITEMS:
 - Rodney will look into Bartram's Garden,
 - Tiernan will look into other spaces
 - Tiernan will look into facilitators

Board Budget 2021 review

- Tiernan made some edits to Min's original draft and presented it to the board

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- Budget is lower than has been budget, but higher than has been spent in recent years
- Rachel - question about legal fees
 - In previous budgets there were none, but \$500 was spent last year
 - Most likely spent on writing GM contract
 - There was about \$30,000 budgeted to redo articles of incorporation, but was not spent
- Aj suggested that the board can approve the budget now and make adjustments if needed
- Will the training and audit demanded by black staff working group go into the board budget?
 - Aj is working it into the operations budget
- Rodney - Do we need to look into getting costs from organizations to do the trainings before finalizing budget
- Meaghan - once the work is done between the board and the working group, can we approve over email?
- Tiernan - will make some adjustments to professional fees and send out before next meeting and have final vote

Meaghan motions to vote via email after we have a further discussion and then try to add in...

- **Rodney: second**
- **Unanimous**

10 Minutes - Elect Treasurer

- Who will be the Treasurer, Rodney or Lorelle
 - Rodney asked what it would entail
 - Not much, board budget, signing some legal documents such as SNAP application. But an important role.
 - Rodney will do it if Lorelle doesn't want it. Lorelle, is fine with Rodney doing it

Tiernan motions to elect Rodney as the treasurer

- **Vera: second**
- **Unanimous**

Tiernan motions to go into executive session

- **Vera: second**
- **Unanimous**

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Executive Session:

Discussed legal matters.

No decisions made.