



Mariposa Food Co-op

# BOARD MEETING 11/16

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16 NOVEMBER 2020 / 6:30 - 8:40 PM / ZOOM

## ATTENDEES

**Board Members:** Tiernan Alexander (Convener), Lorelle Becton, Tim Crouch (Vice-Convener), Vera Foronda, Nailah Frye, LaToya Johnson (Secretary), Rachel Reed, and Meaghan Washington

**Staff:** Aj Hess (General Manager), Majal Logan (Admin Assistant)

**Guests:** N/A

**Absent:** Rodney Sheppard (Treasurer)

## AGENDA

### Last Meeting Follow-up

2. The October minutes were unanimously approved.
3. At the November 14th's Board Retreat, there was a unanimously approved vote to carry out a visioning meeting with a Black consultant to lead the board members in a process of realizing the co-op's vision, in support of meeting the ends statements; the consent agenda was also approved.

### New Business

- B2 Planning & Budgeting report
- The 2020-2021 Board of Delegates Calendar
- The Board Retreat Action Items
- The Co-op Stretch

## NOTES

- **All agreed that the B2 report is in compliance with the policies via monitoring process completion chart, and there was a vote unanimously approving the capital improvement budget:**
  - **The convener asked a question of when and how to process getting a new Pro forma.**
    - The general manager shared that Pro formas are basically done when there is expansion or a big project and that it has not been done annually due to the cost.
  - **The vice-convener then questioned the overall specificity of the reports and suggested, as an example, that the data point of increasing and improving the anti-racism trainings at Mariposa could benefit from having a baseline, milestone, and deadline.**
    - The general manager agreed that it did not have timelines and acknowledged a plan in process starting with the board's visioning meeting for the new ends statements to aid in providing some of those specific timelines.
  - **The convener then questioned the value of reviewing the plans listed in the prior B2 reports that started in 2017, as well as the potential benefits of having a board member compile this list to track how the mission or ends are being met.**
    - The general manager shared that board members have access to those reports, including three pages based on ideas and goals dating back to 2017 that show operational procedures for programs that support the ends statements like Food For All, Co-op Kids Explorer, and Eating Right When Your Budgets Tight. This is information that can be included to show the "means" in the ends reporting.
    - The vice-convener inquired as to whether the 2020-2021 Board of Delegates Calendar might help to retain institutional memory, which could also address initiatives for a future handover.

- *The convener agreed that this made sense and added in that it could be a periodic board task where someone compiles and reports back on the list. There was also the question of whether this was operations territory or open to the board.*
  - *The general manager confirmed that it is open to the board, as it is just a consolidation of information; although, the monitoring reports, B2 Planning & Budgeting report, and the ends statements etc. are an overlapping consolidation of this information. It was also noted that changing the ends means starting over and retroactively applying steps already taken towards meeting those ends.*
- **The convener questioned if it was the board's priority to have all of the committees filled, like Food Justice & Anti-Racism.**
  - The general manager responded that the board would be out of compliance with their policies and by-laws, but could not enforce it.
- **The convener questioned the meaning of the inventory turnover number and whether it was a positive number for the cooperative. There was also a question about the typical labor margin in comparison to Mariposa's labor margin.**
  - The general manager replied that it is a measurement of efficiency and that it was indeed a positive number. Also, it would be better for Mariposa's labor margin to be higher for purposes of efficiency; however, the complexities of not having a deli for example when measured against other stores does not allow for an exact comparison. Fair prices also cause for a lower margin when compared to other cooperatives of the same size and other stores, although there is an effort to build it up. Nevertheless, Mariposa is doing well overall and its margin lies within the typical range of 17.6%.
- **The vice-convener questioned whether the priorities listed on the 2021 Capital Improvement Budget had been assessed for the second wave of COVID-19.**

- The general manager pointed out a sizable discretionary fund that allows for pre-approved emergency expenditures like replacing broken equipment, which was recommended by a previous board member. Many safety precautions have not gone into capital expenses, however, like the barriers, the contactless chip reader, and socially distanced front-end remodel. Also, there are some items that will remain on the list for potential purchases in the next couple of years, like the refrigerated produce case. It was too noted that the general manager has to be in compliance with B1, in order to spend any monies that have been approved.
  - *V. Foronda questioned whether or not the chip readers would be installed this year.*
    - *The general manager responded that it is possible that they might be installed this year, especially for purposes of PCI compliance and asset protection.*
- R. Reed requested clarification on capital improvements and the board being informed of their occurrences.
  - *The general manager defined capital improvements as those pertaining to depreciation, and V. Foronda added that capital improvements could also refer to expenditures over \$1,000. It was too stated that the board would be notified of the capital improvements, although reporting assets versus expenses might be excessive.*
- **The vice-convener presented the 2020-2021 Board Of Delegates Calendar:**
  - **The calendar was inherited from previous board members, and the Board Retreat notes as well as GM Monitoring Reports were mapped on. There were other milestones added like the welcome, farewell, and seating for delegates. An agenda item for new board members to approve the 2021-2022 calendar was proposed to be set alongside seating in June, in order to assist in the retaining of institutional memory. The handover process would include an explanation of items in the calendar. The section on Member Engagement is to be reviewed by the Owner Services Coordinator or M. Washington. Additional updates will be provided on Board Education, as well as the pros and cons of expansion. There was also**

## **a board monitoring question about scheduling good global governance and management in June.**

- The convener revisited an idea from the Board Retreat about rescheduling the retreat for May, so that both old and new board members could be included.
  - *The vice-convener responded that it was possible and added the question of repurposing the orientation and retreat differently, whereas the orientation could act as the “handover” and the retreat could be based on agenda-setting, depending on what is helpful for the new board.*
    - *M. Washington recommended the events remain separate, in order to ensure that the incoming members are given enough background prior to making the larger decisions.*
    - *V. Foronda was in agreement with M. Washington and replied that it would be too soon to have a retreat at the beginning with all of the board members.*
- The convener was approving of global governance occurring within the first month. It was also noted that the board education category might be filled by the Columinate training in January.
- The general manager pointed out that it was not possible to complete three reports in two weeks. There was also a question about the general manager evaluation in March, and whether preparation is in order.
- **The convener gave a follow-up on the Board Retreat Action Items:**
  - **There was an action item for the convener to contact Columinate about Trainer Diversity and report back, as well as find a consultant for the visioning session.**
  - **The vice-convener was to populate the calendar, and is to provide a cheat sheet for the following meeting norms and rules by next month’s meeting:**
    1. Listen actively and communicate respectfully
    2. Be considerate of people’s time
    3. Practice board holism

4. Leave space and create space
5. We care for one another; we are all connected

- *The vice-convener asked R. Reed to lead the next check in.*

- M. Washington made a motion to approve the meeting norms and the vote was unanimously approved.

- **M. Washington was to report back on the expansion. The documents will be resent and the board was invited to reach out for comments or questions.**

- R. Reed questioned the outcome of the forum.

- *M. Washington commented on the benefits of receiving a variety of responses from different member-owner groups as well as staff, especially in terms of meeting the ends. It may also be informative to request feedback from other stakeholders like shoppers from the community that are not member-owners.*

- *The convener added that the board is looking to be a part of a Member Forum in December to hear people's feedback on expansion.*

- *N. Frye noticed the similarities between this meeting's discussion and the current initiatives being taken within the co-op as process of preparing for expansion, like implementing measures that dispel myths about high prices etc.*

- **The meeting concluded with The Co-op Stretch exercise led by L. Becton where:**

You reach for the heavens

You reach for and bless the earth

You reach up again and sway with the winds of change

Then you stomp out oppression wherever you find it

## ACTION ITEMS

### 4. The 2020-2021 Board of Delegates Calendar:

- a. **The vice-convener is to contact Owner Services about Member Engagement.**

- b. The general manager and vice-convener are to make corrections to the 2020-2021 Board of Delegates Calendar offline.**
  - c. The board is to review the calendar for additions.**
  - d. The officers or the general manager, convener, and vice-convener are to meet about the scheduling, as well as process, for the general manager evaluation.**
- 5. The Retreat Action Items:**
  - a. The convener is to report back about Columinate's Board Training and the visioning session for the end of the year.**
  - b. The vice-convener is to provide a Meeting Norms and Rules cheat sheet for the next meeting in December**
- 6. Access to the recording feature is to be requested by the admin. assistant.**

## NEXT MONTH'S AGENDA

Check in and reading of the Ends Statements led by R. Reed? (5 mins.)

Introduction to the Administrative Assistant: Questions?

The 2020-2021 Board of Delegates Calendar additions?