



Mariposa Food Co-op

BOARD MEETING 12/07

07 DECEMBER 2020 / 6:30 PM / ZOOM

ATTENDEES

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

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

Guests: N/A

Absent: N/A

AGENDA

Last Meeting Follow-up

1. The November meeting minutes were approved with one abstain.

New Business

- Update on our coronavirus status
- CBLD Program update
- Effective Board Self monitoring
- GM Monitoring report
- Group Discussion on Expansion

NOTES

- **There was a brief check-in.**
- **Interim Community Agreements (Meeting Norms) were shared:**
 - The vice-convener is to provide a cheat sheet for the meeting norms and rules by next month's meeting.
- **Update on our coronavirus status:**
 - The GM shared that it has been three weeks since the positive case and no one else has tested positive. Increased communications surrounding the regulations could improve however, so the Emergency Response Team has been decreased to four members for quicker decisions being made for staff access. Succession planning has also been discussed for purposes of emergency coverage; teams had also been purposefully designed for this reason. Health screenings were implemented as well.
- **CBLD Program update:**
 - The convener gave an update that Columinate recommended three consultants and posted an expansion of trainings for the board to review.
 - The Treasurer questioned the consideration of TMI.
 - The convener is to look into TMI.
 - The vice convener thinks the board is good to move ahead based on the amount of due diligence done.
 - MW, LB, NF were in agreement.
 - VF acknowledged that funds for training are to come out of this year's budget and that there is already a lot of money going out this quarter.
 - The treasurer questioned having one versus two consultants.
 - The convener elaborated on the possibility of working with one of the consultants outside of CBLD as well as the visioning portion, and is to contact Columinate about overall consultant availability. The board is to review consultant bios.
 - The convener moved to hire Columinate and sign up for the CBLD program.
 - LB seconded the motion and the vote was approved unanimously.

- The convener is to contact Columinate about the payment due date and VF is to contact the accountant about possibly splitting the payment.
 - The convener also moved to issue a directive for the GM to spend monies on the full price of Columinate's 2021 CBLD program for the board per the GM's discretion and based on what is in the best interest of the co-op.
 - The vice convener seconded the motion and it was unanimously approved.
 - The treasurer questioned the rollover of the board's budget.
 - The GM responded that the board should use it or lose it.

- **Effective Board Self monitoring:**

- The vice convener researched Columinate's best practices for low administrative monitoring, with the potential risks of a loss in details, and is to send the board a link to the tutorial and articles. The officers could then work with the administrative assistant, which was already approved by the GM, on a proposal for piloting the monitoring process that new board members might too continue.

- **GM Monitoring Report:**

- The GM reported that sales are down, but online services with Bloc Delivery start tomorrow. Also, there will be reduced hours with a 9pm close for the winter. The front end remodeling is to begin. There was an increase in sales during the holiday week. The current liquidity, quick ratio, days cash, and debt to equity look good. The Q3 growth in ownership was slow and the annual goal for new member-owner accounts will not be met, but the equity and paid-in equity financials look good despite low participation; investments may just be impacted by uncertainties at this time. There was a bump in the debt service coverage ratio, compared to last quarter's which was slightly above the goal. The PPP loan was included as a marker, but there has been no change although the expenses may now not be deductible. B1-7 is almost always in compliance with timely payments and payroll is usually pretty good. B1-8 shows no additional debt being taken on, which ties to B1-9. B1-10 tax payments are good to go. B1-11 is where the board's budget is listed and, with expenses budgeted in the right quarters, it looks alright for the upcoming year.

For the generally accepted accounting principles, there is a review and audit every three years with a financial review done during the off years by CPA Whitfully so in 2021 there will be another audit. The reinvest fund has a requirement to be audited, but the GM had the review approved to save money. The GM Monitoring Report was accepted with an acknowledgement of non-compliance.

- **Group Discussion on Expansion:**
 - The convener motioned for the meeting to go into executive session, MW seconded, and it was unanimously approved.

ACTION ITEMS

3. Interim Community Agreements (Meeting Norms):

- a. The vice-convener is to provide a cheat sheet for the meeting norms and rules by next month's meeting.

4. CBLD Program update:

- a. The board is to review the expansion of trainings.
- b. The convener is to look into TMI.
- c. The convener is to contact Columinate about consultant availability and the board is to review consultant bios.
- d. The convener is to contact Columinate about the payment due date and VF is to check with the accountant about possibly splitting the payment.

5. Effective Board Self monitoring:

- a. The vice convener researched Columinate's best practices for low administrative monitoring, with the potential risks of a loss in details, and is to send the board a link to the tutorial and articles. The officers could then work with the administrative assistant, which was already approved by the GM, on a proposal for piloting the monitoring process that new board members might too continue.