

Board of Delegates Meeting Minutes

Date: 11/01/22 **Convene Time:** 6:30pm - 9:00pm **Location:** Online

Attendees

Lorelle Becton, Vera Foronda, Elaine Fultz, Aj Hess (Cooperative Executive Officer/CEO), Majal Logan (Owner Services Coordinator/OSC), Jordan Rock, Aaron Spence (Vice Convener), Salina Vinson, Tiernan Alexander, and Meaghan Washington (Convener)

Guests: Austin, Diana, [Heather](#), and [John](#)

[Absent:](#) [LaToya Johnson \(Treasurer\)](#) and [Ian Snyder \(Secretary\)](#)

There was a brief welcoming, check-in, review of the Meeting Norms, and reading of the Mariposa Ends Statement (5 Minutes, 6:40 PM - 6:45 PM)

Mariposa Food Co-op is a consumer-owned cooperative that provides a balance of intentionally sourced and affordably priced food, and other products. Mariposa Food Co-op cultivates an abundant food system that nourishes a healthy community through a thriving, equitable economy while fostering the health of the earth.

Meeting Minutes - Approval (10 Minutes, 6:45 PM - 6:55 PM)

The approval for the September 2022 Minutes

MFW approve 2nd? All Ay

August Meeting Approved online via e-mail unanimously

OSC to upload minutes (inform Diana)

6:37 Convenor. VF Ay

Board

Budget

- CBLD Vote

The Convenor motion voted to renew the CBLD contract, TA seconded the motion, and all were in favor (Costs 2500 per quarter?).

- Board Compensation (ML to generalize discussion)

- Bylaw discussion

Convenor, bylaw change on ballot? People comped for time, feel a part

TA, pro-compensation, statement doesn't need to be in the bylaws, provision,

HF to provide feedback or research for best practices?

AS, more thought needed? Low enough, no push back

EF, politically sensitive? Level of compensation so couldn't become point of doubt of criticism by voting for own interests.

CEO, previously discussed, incentivize recruiting, CBLD to provide data \$100 stipend for officers- seen \$500 or \$100 monthly... not voting- proposal for

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membership... shared Columinate Resource on Board <https://columinate.coop/board-compensation/>

If no budget, CEO use prior year's budget in B1 rep.
VF: Member approval needed for budget.
JR, support to serve community

CEO Reports

- AMA
- FYI's
July 4th, The bad news is that the insurance company will not cover, as it was a maintenance issue. Facility manager reached out to Refrigeration that we have contract with ... they see that. Clogged drain overheated a fan. Appeal looks unlikely. So bad news for Q3, but we'll recoup.

2 new Grocery Co-Managers for two months has been a help. Say hi, jas and Marissa

Thanks coming up, modified hours, turk pre-orders
W&thu %5 donation

Stocking shelves (review

Vegan options, crust/whisked pies turkey alt- 3 different... gardein/field roast en croute, <https://www.hodofoods.com/> suggestions

Questions...

BREAK

Annual Meeting

- Pick a date?
- Format & Meeting Committee
The Convenor planned for Tuesday Dec 13, 6-7pm
JR suggested Outreach Committee to plan for both fall and winter
EF volunteered for committee, but will be away Nov 19- Dec 2 (Convenor to e-mail EF)

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Board Business - Discussion

- Recap of demands letter

Convener, Recommendations, rework policies and bylaws

Expansion Committee

TA operational?... interrupt racism on board... from leadership standpoint... via specific actions forward? Step by step and keep in mind for policies...

LB- don't feel comfortable speaking out or don't feel heard- can board reach out?

Make change?

Demands presented to Board without Management

Melody presentation to Board before Staff?

TA: Equity audit of Board for Equitable Board Building

Murky- Board and Staff relationship... community? Develop space for connection?

MFW: Staff Representative to present back and open line of com & vice versus?

Democratic?

TA, Communication...

MFW: Staff meeting... in communication w Consulting group...

- Report back from committee?

(ML to generalize discussion)

JR: Ratify Charter for Community Engagement (verbose?) 11/2/22- 23 TAta 2nd, all favor? All ayes unanimous.

Board increase communication (community engagement)

Goals paraphrased from HF summary of retreat

Edu mem o about policty gov etc. Doc PUBLIC?

JR CHair operational

EF deadline? Circulate to member and receive feedback?

MFW expansion or other level of approval

TA- circulate to board immediately upon publication.

JR- more work?

EF- suggestions?

LB- review?

CEO uphold board holism.

JR: Social Media, newsletter on off weeks when sales letter not going out unless pertinent. First material to get end statement out and process and how encompasses work of the board. Keep eyes peeled. Then announcement for annual meet. Introduce bard one by one with statement and why or fun facts , fun things to cook or product. Brave volunteers ask to go first?

AS, how could this piggy back off current communications? Quarterly?

Feedback - info@mariposa, open portal to directly contact board? Need agreement, as correspondence needed. Documented...

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SV, feedback needs definition?
TA?
LB?
Convener, supplemental plan?
AS...?
EF, need more time for 'lower level detail'
Convener... wouldn't halt communications...

Jr emphasized goal aspect... what is and how to set up to be worked out with
Con and Operations
Convener: Gratitude expressed

Articles Of Incorporation

- Next steps

CEO gave brief intro for guests.. And for implementation.
Board to decide on presentation to the membership for Attorney General.
Met w Lawyer wk on articles and tax folks dealing with changes
Big pic change from Pen non-profit to Cooperative.
Incorporation not in place?
Appeal mistake for mis-filing, although it didn't exist
Board to make decision...
Multistakeholder and what kind of shares wanted... memory... knowledge in place
and want to discuss expansion and get right with state... no statute... implied that
everyone bought into membership as co-op... so may not object. (ML review vid)

Stock options? Lawyer come to talk about it? Write Articles... claim patronage and
distribute dividends... change bylaws? Patronage not taxable, as distributed... (ML
review vid)

Dispel misinformation , non-profit, multistakeholder? pros/cons cross bridge when
comes (ML review)

Decision to move forward? Send a letter to grant permission to modify articles.
TA move **Lawyer** contract to change articles, 2nd? All in favor.

Convener Aj and HF to renew contract for CBLD. 848 ta2ns