Mariposa Food Co-op
Board of Delegates Meeting

February 19, 2015

6:30PM-8:30PM
Location: Mariposa Food Co-op, 4824 Baltimore Avenue, Philadelphia PA 19143

In Attendance:
Peter Sachs Collopy - Convener
Ben Jordan – Treasurer
Laura Buckley – At-Large Delegate
Ariel Morales – FJAR Delegate
Caitlin Quigley - Secretary

Absent:
Janene "Jae" R. Brown – At-Large Delegate
Alison Miner – At-Large Delegate
Anthony Daly – Staff Collective Delegate
Jeff Brenner – Finance Committee Delegate
Yolanda Lockhart-Davis – Strategic Planning Committee Delegate (resigned)

Other Attendees:
Jamila Medley – Organizational Development Coordinator
Sam McCormick – Operations Coordinator
Thomasin Parnes – Grocery Buyer, Staff-Board Liaison Committee Member
Nicole Thayer – Personnel Coordinator
Sandra Malanowicz – Working Member (At-Large Delegate/Secretary Candidate)
River – Staff Member

Summary: Board just short of quorum this meeting—no official decisions reached. Revisions to bylaws reviewed by Board and slated for discussion at upcoming Membership Meeting 3/15/15. Staff-Board Liaison Committee renamed Feedback and Accountability Committee, charter presented to Board. Process for personnel policy revisions was discussed at length and requires further consideration. New POS system purchased with installation and extensive Staff training to come.

	Discussion	**Actions**
1.	**Agenda Approval** Peter C. presented agenda for review.	Agenda approved by all present- Board one member short of quorum.

2.	**Proposed bylaws amendments for membership meeting** Peter C. introduced document* updated with suggestions submitted via email. Posed question of proposed revisions' readiness for presentation at Membership Meeting. Article II: Jamila M. mentioned inconsistency with co-op's address in business docs. In process of correcting. Article IV: Proposed clarification of process for overturning Board decisions by Membership, & changes in minimum # of folks petitioning to overturn, i.e. 10% of Membership is 180 members. Peter C. explained that the section was borrowed from Weavers Way Co-op bylaws. Decisions at Weavers made by majority vote. This proposed change is not necessary, but Fall referendum at Mariposa was time-consuming and did not induce change. Change more likely to occur with an increased threshold. Not the only way to increase odds of change. **Question**: What was the number of signatures on petition leading to Fall referendum? 50-60 signatures, with about 90 members in attendance at the meeting. Jamila M. added an emailed comment, raising concerns about instituting a 10% Membership threshold for petition legitimacy. Turnout for meetings is difficult to secure, worry that overturning Board decisions would be rendered impossible. Ben J. said that concerned Members need not show at the referendum, just to sign the petition. Peter C. proposed a threshold set at 5% Membership, compromise between 40 Members (struck-out) and 180 Members (10%	*"Proposed Changes to Mariposa's Bylaws…" document attached to end of notes.

	Membership). River wondered if this point would be worth handing to Membership for discussion, consumption of meeting time. **Question**: What is the number of Working Members of co-op? 300. Ariel suggested Working Members, organized and regularly interacting with co-op would be implicated as potential petition signees. Ben J. expressed favor of proposal as written. Reasonable start to model bylaws after more established co-ops. Laura B. voiced initial reaction to Jamila's email comment- difficult to engage Membership. Flipside is Membership has grown significantly. Perhaps threshold should be raised to accurately reflect larger Membership. Peter C. reintroduced 5% Membership threshold idea, expressed will to open Article IV for discussion at Memberhship Meeting. Either leave as is or change it, & test for consensus on each option. Jamila M. asked about set quorum for Membership Meeting, which is 40 Members (5% Membership). River raised concern that decisions made by majority are often reflective of political majority, and allows less room for minority voice. Ariel M. agreed that majority vote as opposed to consensus vote would change process for decision-making, encouraging concerned folks to attend meetings to vote. If need for discussion is evident, everyone's voices may be heard in meeting. Peter C. suggested making importance of discussion explicit prior to vote. Membership overturning Board decision at Fall referendum was tested on consensus. Had it been a majority vote,	

	2/3 vote would have been met and Board overturned. Ben J. added that majority vote makes it easier for Membership to overturn Board decisions. Sam M. expressed concern for voice—majority required for overturning Board decisions defined by Membership threshold. If co-op decides on set percentage for threshold, what would constitute significant minority percentage to cause shift? Ben J. proposed Membership language be removed from Article IV & add week of in-store voting to create flexibility. Peter C. countered with concern that in-store voting would limit deliberation. Discussion difficult without a meeting. **Question**: Is the proposal developed enough to pass to Membership for discussion? Jamila M. answered yes, and expressed concern around other factors that made referendum difficult: lack of info-sharing. If issue is complex, Membership is forced to come to decision with little information, time, discussion. Voting structure may take a backseat to these issues. Article VI: Board makeup. Position of Vice Convener presented. Vice Convener to theoretically prepare to serve as co-op Convener. In past, confusing differences between Committee Delegates to the Board & At-Large Delegates—proposals make these positions more flexible. **Question:** If Vice Convener position is passed at Membership Meeting, when would Vice Convener take office? Peter C. answered that changes of policy take effect immediately. If tested for consensus prior to election, nominees could be drawn from the floor at the Membership Meeting. Sam M. added that there is sufficient # of	**PROPOSAL #1**: Add bolded clause into Article IV for Membership Meeting. (not binding- no quorum) - all thumbs up, no abstentions - consensus tentatively reached

	candidates, if nominees for Vice Convener are taken from the floor and changes are published, Vice Convener hopefuls could bring prepared statement to Membership Meeting. Peter C. agreed that in order to adequately inform Membership regarding candidates, those interested in Vice Convener should bring prepared statement to present at Membership Meeting. River raised concern that with hopefuls presenting statements that have not been reviewed in advance, and proposed that Membership Meeting attendees are encouraged to ask questions of candidates for Vice Convener. Peter C. agreed that attendees should think about questions to ask prior to attending Membership Meeting. Candidates are often people who have already been nominated for a position. **Question**: Should board wait until next Membership Meeting to present Vice Convener so as not to complicate election? Laura B. countered that while potentially dramatic, raising position of Vice Convener at upcoming Membership Meeting could be easier and better streamlined. Not ideal to wait 3 months to bring on Vice Convener.	**PROPOSAL #2**: Test for consensus : election proposals to be put on the agenda for the Membership Meeting? - consensus reached - discussion on proposals for agenda to continue, moving on due to time
3.	**Staff-Board Liaison Committee charter proposal** Peter C. opened document* and prefaced that charter cannot be approved in meeting (no quorum) but approval could be obtained over few days succeeding Board meeting. Thomasin P. presented clarifications to charter proposal: - suggestion of Staff Collective's involvement in radical shifts to mgmt structure – err in language. Committee's primary concerns- Staff culture & Mariposa as a workplace: self-mgmt, process, policy, etc. relevant to being a worker at the co-op.	* "Proposed Feedback and Accountability Committee Charter" document attached to end of notes.

	- role of Committee to develop process for Staff Collective's review/overturning of mgmt decisions. Also play role in facilitation. Committee not decision-making body. Thomasin P. offered background: referred to restructuring time 9/2014, during which Co-mgmt team & Thomasin P. met to discuss compromised ("friendly") amendments. Committee intended to hold authority to create process through which grievances could be brought before Board. Spirit of Committee would be both to gather & process feedback, but also hold authority so Co-mgrs could be held accountable to Staff Collective. Thomasin P. presented benefits to granting Staff-Board Liasion Committee authority: - ensures interim mgmt would not make decisions that change work culture without general support of Staff Collective - encourages Mgrs to build consensus, thereby limiting reliance on Committee-developed process - creates open, communicative Staff climate, wherein Staff is implicated in group decision-making. - reduces need for Staff in event problematic decision is made- this less disruptive process can be used. Engagement in process would be a result of extreme disagreement between Staff & Board. Language still work in progress. Laura B. added Committee ideally develops/facilitates this process, but also keeps general temperature on Staff opinions on Board decisions. Sam M. said that missing from the work so far is connection to other committees of Board, to Co-mgmt structure. These connections may not be useful in development of this process, but if there's feedback brought to Board, how then will Board relay feedback to Co-mgmt. If problems involve Co-mgmt structure, Committee's process loses problem-solving power.	

	Thomasin P. replied that if Committee is granted specific authority, Committee could take feedback directly to Co-mgmt. Board involvement in past had interrupted compromise between Mgmt & non-mgmt Staff. In absence of Board, relationship between Mgmt & non-mgmt Staff may strengthen and work to unify Staff. **Question**: What is the difference between this committee and the Feedback Committee? Ariel M. responded that the committee receiving feedback is the Staff-Board Liasion Committee. Name changed to Proposed Feedback and Accountability Committee. **Question**: Who determines what constitutes a "severe issue?" Ariel M. responded that as the process is yet to be decided, there are many possibilities. Thomasin P. stated that in general, a majority of Staff exhibiting concern would constitute a "severe issue". **Question**: Language in charter is specific to interim mgmt structure—what happens when interim mgmt dissolves? Does Committee also dissolve? Committee members Thomasin P., Ariel M., and Laura B. answered collectively yes. **Question**: Jamila M. suggested Committee close feedback loop. Duties include solicitation and presentation of feedback, but no steps for moving forward. Will Committee troubleshoot with Staff to work through issues with Mgmt? Thomasin P. answered yes, feedback loop must be closed. Troubleshooting would also be a duty of Committee. Sam M. suggested content of process should be reviewed. In receiving feedback, there exists no form for personnel concerns. Sam M. & Jamila M.	

	are in Mgmt roles, which creates some distance. Personnel would need to be involved. **Question**: Does Committee need to include Nicole T. (Personnel Coordinator) to discuss this matter? Nicole T. answered yes. Peter C. asked that Committee revise charter, and suggested that perhaps Board need not discuss it. **Question**: Does Board need to approve the process in question? Does Board also need to approve decisions made via this process? Thomasin P. expressed preference for the former, a Board-approved process through which legitimate decisions are made with no additional Board approval. Unless Board grants authority to Committee, Thomasin expressed belief that process is Staff business and not that of the Board. **Question**: Sam M. clarified, one version involved Board approving the process through which Board decisions are overturned. The other version involved Board approving every decision reached via this process? Thomasin P. confirmed, yes, design of process itself submitted for Board approval vs Board needing to approve decisions made via this process. Ben J. questioned what it means to block a decision. In discussing ability to overturn a Mgmt decision, it seems that would require Board approval. If Board agrees on process, Board could let that process run freely. But hard to say without an actual process to point to. Jamila M. added that her understanding of Board's role to Staff is that policies, processes developed among Staff must be Board-approved. Board will always have authority over Staff. In abdicating that authority, there follows a significant shift. When	

	bylaws state Staff is under control & mgmt of Board, all is subject to Board discretion. Membership should hear about proposed restructuring between Staff & Board. This seems a decision Staff or Board should not be able to make. Peter C. seconded Jamila M.'s point. As matter of policy, Board can and should defer to Staff structures in a month or two, as soon as process is developed. Board has responsibility to Staff & Membership to overrule Mgmt decisions if suspected to be harmful to organization. This process will mediate process of overturning Board's overruling, etc. Thomasin P. reinforced that process as a design should be Board-approved. Sam M. raised concern around lack of Committee requirements. Every other Staff position has requirements. To take on additional work, Staff must be performing well, maintaining good standing. Jamila M. agreed, called for conversation around necessary requirements for Committee, for ex. budgeting- how are people spending their time and how is $ being accounted for across that time. Sam M. added that many member committees have Staff Liasions, and clarification of this role is needed. Ben J. voiced concern around Board turnover, and timeline for agenda.	Jamila M. claimed responsibility for ensuring that important processes in queue do not suffer as result of Board transition. Sam M. reminded that charters are time-sensitive. Folks responsible for developing them should also finish them. This process must be supported.
4.	**Process for Personnel Policy Revisions** Peter C. explained that proposals have been brought to Board asking that Internal Personnel Working Group work with Co-Mgrs to revise personnel policy, or that Staff Collective by consensus approve changes to personnel policy, etc. Board identified issues with proposals but have yet to find common ground.	

	Questions- How do we want to fix our personnel policies? Board is responsible for this but that does not necessitate a large Board role. Ideal if Board could step out entirely and see Staff by consensus approve policies. Board comes in when responsibility to Members requires intervention, but Board approval is not required for every change to personnel policy. **Question:** Personnel policy revisions vs approval of decisions? Peter C. clarified- who does the work of writing revisions/new personnel policies? Who approves the revisions/new policies? It is clear that Board does not revise them. However, does the Board approve them? Does Mgmt and Staff do this? Sam M. explained that Co-Mgrs talked with Thomasin P. about different approaches. What prevents Board from stepping out of personnel policy? What would be benefit/detriment? How time-sensitive are these policy changes? How can co-op significantly involve Staff without slowing process? Group spoke about workflow supported heavily by Nicole T. and perhaps an external consultant with HR expertise. Anticipating much back-and-forth between Staff Collective & Mgmt. What will be mechanism for stopping this back-and-forth? This process will be hammered out at Staff Meeting. Need a stop mechanism on negotiation. Ariel M. proposed that Nicole T. be member of that committee. By including Nicole T. in consensus process, she may wield stop-power. Jamila M. cited earlier conversation naming two pathways for personnel policy approval: 1. reinstate Internal Personnel Committee- Staff Collective provides feedback over drafted revisions—Committee then reviews feedback, makes further changes while serving as authoritative voice on approval	

	of revisions. Staff Collective to empower Committee to do that work. 2. Staff Collective votes on personnel policy revisions—Staff Collective as deciding body Sam M. & Nicole T would be involved at the Committee level to prevent axing a decision at the end of process. Ben J. remarked that Board should not be involved in personnel policy. With role clarity obfuscated, Board's overseeing all processes is inefficient. Sam M. said that Feedback & Accountability Committee is fast-moving. Several processes getting attention now: one is a work & approval process, the other a feedback & approval process. These processes are to occur in an interim space. If the Feedback & Accountability Committee would be in power to make the decision, this group could become a longstanding group **Question**: Is the question whether to give Sam M. authority to approve personnel policy? Sam M. answered no, I do not have that authority. Nixed at last Board meeting. **Question**: To what body do we as Board delegate power to approve revisions of personnel policy? Peter C. said if Sam M. & Nicole T. are involved, they can approve the process as it moves. Main concern for me is timeliness. Sam M. warned of the eternal loop—with majority threshold for a "severe issue," a similar threshold can also be employed for personnel revision approval. Unless a yet-to-be-defined significant majority disapproves of this revision, the revisions will be approved and put into effect. Ben J. voiced concern about structure. Authority for decision-making is with Co-mgmt team. No other defined body is accountable to Board in any way. If Board issues directive to Co-mgmt team	

	and Co-mgmt team cannot follow...it's both frustrating and inappropriate. Thomasin P. agreed co-op must take incremental steps toward whatever future mgmt structure co-op will adopt following interim structure. Ben J. suggested proper delegation of tasks stay with Co-mgmt team so Co-mgmt team can keep accountable to Board. Sam M. raised distinction between delegation of authority vs responsibility of authority. Ensuring the process occurs vs responsibility of making final decision. If co-op is moving toward more collective model, a testing phase is necessary. Authority of Board will be absorbed by Committee, as Co-mgmt wielding deciding authority will be involved directly with Committee. If doesn't work, re-think process. Jamila M. replied that is one way. Other is Co-mgmt's primary responsibility for Staff Collective productivity. Uncertain about that—different from current dynamic. If Co-mgmt is responsible for personnel policies, then Co-mgmt must delegate that to Staff Collective. If there is success, that's great, but if not, failure will fall back on Co-mgmt team. Sam M. responded co-op is in an acknowledge hierarchical space. I am directly responsible for Department Coordinators only, not Staff Collective. Small group of individuals report directly to me. Entire Staff collective as reporting body sounds difficult to manage. The way I see this being responsibly delegated is to Staff Collective committee, i.e. a personnel committee. Peter C. suggested that Staff Collective approves these policies, or another committee does, but a decision must be made before we can see how it functions. More conversation to come. Sam M. added that no space in upcoming Staff Collective Meeting to address this—topic goes to interim space for discussion.	

5.	**Management Report** Sam M. announced that she and select Staff representing front end, buyers, and facilities, plus POS specialist have been meeting weekly. M&M Staff as well as Finance Staff attended meetings as well. POS system* selected! Overall project costs tipped scale in favor of cheaper system. More money may be reserved for Staff development and front end reset. 71K for whole system including training and setup. Final quote to be delivered tomorrow (2/20/15). Detailed packet to be delivered to Board. **Question**: What are the ongoing costs and what's the timeline? Sam M. replied ongoing costs will be 5-10K/year. New system eliminates need for IT Coordinator and increases hours within existing IT roles, allowing for further skill development. Cost difference and elimination of IT Coordinator position creates budget space. 12 weeks to install system—the longest transition period of all POS systems co-op considered. Flexible period in event co-op needs to lengthen. Consultant on front end layout to support process. Support for onsite training and development makes up a lot of cost—they will be present 3 weeks prior to and 3 weeks following switch. **Question**: Does new POS system have capacity to bring back member balances and equity? Sam M. said yes, this can happen at the register.	*contract yet to be signed during time of meeting, name redacted. Peter C. tested for consensus on entering executive session to discuss Staff Survey Report. Consensus reached. Co-mgmt team left room for executive session.
6.	**Staff Survey Report- Personnel Evaluation (Executive Session)**	

Membership Meeting 3/15/15 at 5:00PM

Proposed Changes to Mariposa's Bylaws
To Be Considered at Our Membership Meeting on Sunday, March 14 from 5 to 7:30 PM

The proposed bylaws changes are to remove text that is ~~struckthrough~~ and add text that is **bold**. Text in *italic* following each section is an explanation of why the amendment was proposed. If text is none of these, it's already in our bylaws and there's no proposal to change it.

This is a draft of the proposed bylaws changes. If you have suggestions for improvements, please email convener@mariposa.coop by February 27, when we're required to post a final version of the proposed changes.

Article II: Offices
The principal office of the Co-op shall be ~~4726~~ **4824** Baltimore Avenue, Philadelphia, Pennsylvania, 19143.

Mariposa moved three years ago, but we haven't changed our address in our bylaws yet.

Article IV: Meetings of Members
9. Referendum on Acts of Delegates
Any action taken by the Board of Delegates shall be referred to the Members for approval or disapproval when requested by the Board or if demanded by petition of at least ~~5%~~ **10%** of the Members ~~or forty (40) Members (whichever is less)~~, delivered to the Convener within two weeks after the date that the action is authorized by the Board of Delegates. ~~Such matters shall be approved or disapproved by the Members at the next membership meeting.~~ **At the next membership meeting, the Members shall decide by majority vote whether to overturn the action.** Upon receipt of a petition demanding a referendum, the Convener shall place the item on the agenda for the next membership meeting and shall stay execution of the action until the referendum has been held. Rights of third parties which vest between the time that the action is authorized by the Board of Delegates and the time that the petition is received or the referendum is held shall not be impaired by a vote of the Members.

As Mariposa grows, the requirement that 40 members sign a petition to hold a referendum on a board decision represents a small fraction of our members. 10% of members is a more common threshold. This change would require that a substantial portion of the membership believe the decision need more attention, and ensure . Additionally, the existing bylaws are unclear on whether we should vote or use a consensus process to consider overturning a board decision—and if we use a consensus process, whether we test for consensus on overturning it

or upholding it. Stating that we use majority vote in this circumstance would clarify this, and would provide both those opposed and those in favor of a board decision with an opportunity to persuade members to support the outcome they believe would be best for Mariposa.

Article V: Delegates
3. Board Positions
The Board of Delegates shall consist of the following persons, all of whom shall be Members of the Co-op: the ~~three~~ **four** officers, a minimum of four (4) and a maximum of seven (7) Delegates from standing **and chartered** committees, and a number of at-large Delegates ~~equal to the number of committee Delegate seats~~ **specified by the membership or Board**.

Mariposa's committees are constantly evolving. Our current bylaws require a bylaws change by consensus of a membership meeting every time a committee that should have board representation comes into or out of being. This amendment, as well as those below, would allow both the board and membership meetings to determine which committees are represented on the board and how many other delegates are on the board more flexibly as Mariposa changes.

Article VI: Officers
3. Vice-Convener
The Vice-Convener shall assist the Convener with their assigned duties including calling regularly scheduled meetings of the membership, giving notice of all board and membership meetings required by these bylaws, and facilitating at those meetings. If the Convener is not present at a membership or Board meeting, the Vice-Convener may facilitate at that meeting. If the Convener is unable to fulfill the duties of their position, the Vice-Convener shall fulfill their duties until the next meeting of the Board of Delegates.

Typically Mariposa's convener dedicates more unpaid time to Mariposa than anyone else. Each year, it's a challenge to recruit someone willing to commit to so much work. Electing a vice-convener as well would make it easier to share that responsibility. The vice-convener would also learn about the role of convener, and be well-prepared to run for it the following year.

Article VII: Committees
7. Standing Committees
The following committees shall be standing committees entitled to nominate one delegate for the Board of Delegates: ~~Strategic Planning;~~ Food Justice and Anti-Racism; ~~Operations;~~ and the Staff Collective.

Until recently, the Operations Committee was responsible for managing Mariposa. It no longer exists—in the interim we have two co-managers who do not sit on the board, and in the long term we expect to increase the management role of the Staff Collective—so it doesn't make sense to give it representation in the bylaws. The strategic planning committee does still exist, but may or may not be a permanent body; removing it here would give Mariposa more flexibility, but it could still have representation on the board under the next article.

8. Ad Hoc Committees
The Membership Meeting or Board of Delegates may create ad hoc committees for a specific term, for an indefinite term or until a specific task is completed. ~~Ad hoc committees shall not generally send delegates to the Board. However,~~ **A proposal to create a committee shall state whether the committee is entitled to nominate a delegate for the Board of Delegates. In cases where the proposal did not do so, and** provided it does not increase the total size of the Board beyond the size defined in these Bylaws, a Membership Meeting may invite an ad hoc committee to send a delegate to the Board.

The proposal would allow Mariposa to decide whether committees have board representation when creating them, rather than listing every committee that has board representation in the bylaws.

Proposed Feedback and Accountability Committee Charter

Purpose:

The purpose of the Staff-Board Liaison Committee is to relay feedback for the transitional management structure from the non-

management staff to the board and to bolster consensus decision-making by developing staff processes *to check management decisions.*

Ben: Purpose: The purpose of the Staff-Board Liaison Committee is to relay feedback for the transitional management structure from the non-management staff to the board and to bolster consensus decision-making by developing staff processes *to provide feedback regarding management decisions and performance.*

Description: The staff-board liaison committee supports the interim management structure by serving as a liaison between non-management staff and the Board in order to solicit and directly relay staff feedback on the co-management structure. *The committee will also develop and support a Staff Collective process for reviewing and overturning management decisions that shift organizational structure.*

Ben: Description: The staff-board liaison committee supports the interim management structure by serving as a liaison between non-management staff and the Board in order to solicit and directly relay staff feedback on the co-management structure.

Requirements: None.

Commitment: Attend a monthly meeting and perform work between meetings.

Duties:

- *Developing a process to highlight management decisions that receive significant staff complaint*
- Developing and implementing effective systems to solicit, analyze, and report staff feedback to the board and the co-managers.

- For staff members: Reporting back to Staff Collective after every meeting. One staff member shall be responsible for the administrative duties of the committee.
- For board members: To initiate Board response to feedback.

Accountability: The Staff-Board Liaison Committee is accountable to the Board of Delegates and the Staff Collective.

Membership: Two staff representatives selected by the Staff Collective and two non-staff Board representatives selected by Board.

Values: Accountability, Honest Feedback, and Staff Self-determination.