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# MARIPOSA

FOOD  CO-OP

## **Mariposa Board Meeting 5 February 2018 - 6:30 PM to 9:00 PM**

**Location:** The Cedar Works, 4919 Pentridge St, Philadelphia, PA 19143

### **In Attendance:**

ari rosenberg, Treasurer

Clayton Ruley, At-Large Delegate

Kaila Pedersen, At-Large Delegate

Meg Carrol, Staff Delegate

Morgan Robinson, Vice Convener

Aj Hess, Transitional General Manager

Thalia Parr, Administrative Assistant to the General Manager

Sylvia Briscoe, owner

Nidi, owner

Hannah-Joe, owner

### **Absent:**

Liz Gross, Staff At-Large Delegate

Michaela Holmes, Secretary

Nancy Geryk, At-large Delegate

Alison Miner, At-Large Delegate

<b>Action Items</b>
<ul style="list-style-type: none"><li>• Ari and Morgan will create presentation for member meeting on incorporation</li><li>• <b>Policy governance committee will delete B7.7 because redundant</b></li><li>• AJ will use the words “zeitgeist” and “fanciful” in upcoming monitoring reports</li><li>• Thalia will share current staff community agreements doc</li><li>• Board will create a policy for communication/complaints as part of the process of creating its community agreements</li><li>• Meg and Ari will draft an email (Meg starts it and sends it to Ari) that will inform staff of the board’s decision (to be approved on Loomio before email is sent) to ask for input from staff on the management hiring process. The email will also state that without enough input, the board will default to hiring another GM at the end of AJ’s term.</li><li>• Morgan will begin GM compensation research</li><li>• AJ and Ari will organize the policy governance info session</li></ul>

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Item	Discussion	Actions
1.	Morgan announces that she will be stepping down from her board seat. She is able to participate for another month until we can find a replacement.	
2.	Approvals/activity from Loomio	Put off to next meeting b/c no quorum
3.	Elections and March member meeting <ul style="list-style-type: none"> <li>- Nominations are coming in and people being contacted. Collecting candidate statements.</li> <li>- There are currently five seats open. Three will be the normal three year terms, but the people who replace Morgan and Atiya Ola will only finish the terms attached to those seats (ending 2020 and 2019 respectively). Those people will be appointed by the board, but the board can decide to put those seats up for election.</li> </ul>	Decision on how to password protect the minutes on the website posted to Loomio.
4.	TGM Monitoring: B7-Board/GM Communication <ul style="list-style-type: none"> <li>- First time the board is monitoring this policy, so we reviewed it section by section.</li> <li>- The board wants to establish community agreements, using AORTA's as a model. These could be co-created with staff so that board and staff can have same community agreements.</li> <li>- Question about the definition of a "formal" complaint. The TGM should be responsible for checking in with people whether they are formally complaining or just informally venting.</li> <li>- AJ wonders if the board should write a policy for itself on how to handle complaints. No precedent for this kind of policy at other coops, so the board's intention/desire is somewhat unclear. This could be part of the community agreements.</li> </ul>	<ul style="list-style-type: none"> <li>- posted to loomio b/c we don't have quorum. Probably will be approved conditionally (see notes)</li> </ul>
5.	TGM Monitoring: B8-Board Logistical Support <ul style="list-style-type: none"> <li>- Everyone read the report</li> <li>- Everyone feels logistically supported</li> <li>- AJ wants to discuss B8.5 because this is the responsibility of the current board secretary.               <ul style="list-style-type: none"> <li>- The GM (or someone at Mariposa) should be responsible for this, so that board documents going back through Mariposa history remain available even as secretaries change</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>- Posted to Loomio b/c we don't have quorum</li> <li>- The policy delegating the responsibility in B8.5 will be changed so that the secretary is only responsible</li> </ul>

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		for current documents.
6.	<p>Management structure conversation</p> <ul style="list-style-type: none"> <li>- Board needs to communicate with staff about our next moves on management structure, but board isn't clear on these next steps yet. The last communication to staff was that the board is taking on the management structure decision, but the board is currently unsure if they are still capable of making this decision.</li> <li>- Meg (the staff delegate) gets asked about management structure almost weekly by staff since the board took on this responsibility. Any communication at all would be helpful at this point.</li> <li>- The default state of the board should be to not make any changes and just hire a new GM once AJ's contract ends.</li> </ul>	
7.	<p>GM Compensation Review</p> <ul style="list-style-type: none"> <li>- Board needs to research whether or not the GM is being compensated appropriately according to industry standards and internal needs</li> <li>- Conflict of interest prevents staff delegates from participating in the contract negotiation aspect of this because the GM manages all staff, but staff are welcome to participate in process leading up to contract negotiation</li> </ul>	
8.	<p><b>Board Monitoring</b></p> <ul style="list-style-type: none"> <li>- Discussion of whether monitoring all board policies quarterly is viable. The board decided that it is viable, but the process needs to be refined.</li> </ul>	Clayton volunteers to join the policy governance committee to help with this
9.	<p>Policy Governance Workshop for staff and owners</p> <ul style="list-style-type: none"> <li>- The board so far hasn't been super transparent about how it's using policy governance or what policy governance is. This is mostly because there hasn't been an outlet for that kind of communication.</li> <li>- Board has a budget to hire someone to facilitate this workshop.</li> <li>- Good time to do it with new board members coming on. Also, many staff don't know what policy governance is.</li> <li>- The trainer has to be certified if people are being trained to use it. Information session is a grey area.</li> </ul>	