

Mariposa Board Meeting november 7 2016 - 6:30PM to 9:00PM

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

In Attendance:

Lena Buford, At-Large Delegate
ari rosenberg, Secretary
Abdul-Aliy Muhammad, Convener Elect
Liz Gross, Staff At-Large Delegate
Michaela Holmes, Convener Morgan Robinson, Treasurer
Irit Reinheimer, Strategic Planning Committee Delegate
Alison Miner, At-Large Delegate
Atiya Ola, At-Large Delegate
Maggie Harrison, FJAR Committee Delegate
Clayton Ruley, At-Large Delegate

Aj Hess, Transitional General Manager
Thomasin Parnes, Grocery Buyer

Absent:

Nobody

Action Items
<ul style="list-style-type: none">• All: make comments in approval document with these suggested changes to the policy.• Board: make a committee to work on updating the policies as we go.• Michaela will post evaluation process of monitoring to Loomio.

November 7, 2016

Item	Discussion	Actions
1.	Check-in	
2.	Approved on Loomio <ul style="list-style-type: none">• October minutes• Reporting schedule for PG	

<p>3.</p>	<p>2017 Board Budget</p> <ul style="list-style-type: none"> ● Budget just reflects what Board needs plus membership meetings. <ul style="list-style-type: none"> ○ Directors & Officers Insurance - covers mistakes while acting in good faith. ○ Member Meetings - \$700 each ○ CBLD [CDS] - full cost would be \$6,000 - we can apply for support from NCG as a co-op in “turmoil” so this may be able to be lowered. ○ CedarWorks - \$300/qt ○ Food - \$700 - \$30/meeting with \$175 extra for the year ○ Facilitation Budget - \$400/qt ○ Legal fees for Re-incorporation - \$10,000 for Q2. ○ Travel for CDS program (the closest training is in Virginia in January)? If we get support from NCG we can put the same amount into a travel budget to go to CDS board trainings. Leadership 101, Board Governance 101. ● Other options \$2500 for 15 hrs of CDS consulting, \$3500 for CDS Board Retreat instead of full program. <ul style="list-style-type: none"> ○ How can we get more from the Board Retreat - not just making it a working retreat, but actually how we get information from them that we don’t have. ● Add money for Board & Staff mixer - \$250 ● Add money for anti-oppression audit? Would it be included in facilitation? ● Do Board committees need budgets? ● Do we want to add money so we can call consultants as need (as part of PG)? [We could change facilitation line to consulting] 	<p>Consensus reached on approving Board Budget line item totals.</p>
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	<p>Michaela - moved, morgan seconded Fist to Five on approving total for each line item - allowing Aj to move money around to the quarters that make the most sense.</p> <p>All 5s Consensus reached on approving Board Budget line item totals.</p>	
<p>4.</p>	<p>TGM Monitoring Approval of:</p> <ul style="list-style-type: none"> ● B: Global Constraint <ul style="list-style-type: none"> ○ Should be done at the end - all of the other policies need to be in compliance for this to be in compliance. ○ We're out of compliance because of our Bylaws and Articles of Incorporation being contradictory and unenforced. The board is working on changing both of these things. ○ Illegal under PA law to use name Mariposa Food Co-op because we're not incorporated as a co-op. Do we have a legal Doing Business As (DBA) "Mariposa Food Co-op"? Don't think so. Is this something that the TGM has the power to change? CDS consultant said Board needs to decide whether or not changing the co-op's name to use is within the TGM's purview. TGM believes it is the same as any other marketing tool. ○ Why wasn't calling members owners included in this? They aren't legally owners based on our articles of incorporation. Re: Calling members owners isn't illegal even if they aren't owners. ○ 52 members leaving in one qt is normal for Mariposa. Even 	<p>All: make comments in approval document with these suggested changes to the policy.</p> <p>Board: make a committee to work on updating the policies as we go.</p> <p>Consensus reached in accepting with acknowledgement of non-compliance with one stand aside.</p> <p>Consensus reached in accepting as "in compliance" with two stand asides.</p>

though this is high for other co-ops. 98% left because they were moving. We can talk about this but it's not during this monitoring report.

- Termination of membership is only something the board can do - how does someone go from being "on hold" to being terminated? The one person "on hold" isn't permitted in the co-op because they shoplifted. They can terminate their membership if they want to.
- Please note the reporting period for each item - this one should have been for an entire year.
- Not being successfully sued doesn't mean we're doing a good job of monitoring our legal status. Any ideas of how this could be measured better?
- Need to complete our Ends so we can monitor education
- Would love to know specific trainings that are offered to staff (will come up in staff policy)
- Concern for Community - why the punt? Re: need to define what our community is.
- For Cooperative Among Co-ops - think about offering loans to other co-ops
- Nice to see how we're living our our principals as a co-op.

Do we need to change the policy so that we get a report that is on par with what we really want?

We should make a committee so that we are making changes while this is fresh in our minds.

What will we do with the info? We shouldn't just ask for more beefy reports if we're not going to use it for something.

Is it reasonable? Yes

Adequate Data? No.

Discussion: Want to see an interpretation of P7 once Ends are completed (do this with Ends Policy reporting). Bylaws and Articles are not compliant.

Consensus reached in accepting with acknowledgement of non-compliance with one stand aside.

- [B1: Financial Condition](#)

B1.5. We want to see data on total membership - how many members did we have on Dec 31st? How many have we had for each quarter after? This will help us see if we are actually on target to reach the goal. The data provided (change in membership in Q3 for 2015 & 2016) doesn't actually show if we're on target towards this goal.

B1.5. Note that paid-in equity won't necessarily grow at the same rate as membership

Thoughts:

Request - what current asset and liabilities are in the monitoring report? Hard to track if we've added or subtracted any real estate because of how it's listed in the balance sheet.

What is other income or other expense? Taxes for both. Patronage refund could also be other income.

We have to pay \$120k in member loans in 2017 which is why we have so much cash on hand.

	<p>Close loops in communication as they come up [i.e. update us on things we've heard about but haven't been finalized]. This will be the "no surprises" stipulation in PG.</p> <p>Make a policy on FYI reports? Should we have a document with questions we have based on things we've heard?</p> <p>Is it reasonable? Yes Adequate Data? Yes</p> <p>Consensus reached in accepting as "in compliance" with two stand asides.</p>	
5.	<p>Board Monitoring Approval of:</p> <ul style="list-style-type: none"> ● C: Global Governance ● D: Global BoD-Mgmt <p>Can do this via survey. It would be good to talk about this too. Do with your board buddy?</p> <p>Did not happen at the meeting.</p>	
6.	<p>Evaluation of monitoring process</p> <ul style="list-style-type: none"> ● How did it go this first time monitoring? ● Best practices? ● Did we get enough information? ● Did we create the right criteria? <p>Moved to Loomio.</p>	<p>Michaela will post to Loomio.</p>
7.	<p>Bylaws Bylaw draft</p> <p>Focus groups were not super packed but did have valuable discussions with staff, owners, and past conveners.</p> <p>Board went through the proposed bylaw changes and gave feedback:</p>	

	<ul style="list-style-type: none"> ● Household memberships kicked down the road until we do away with discounts. ● Since the co-op doesn't keep beneficiaries on record can we strike that language? Yes. ● Should have a study on consensus. It values the status quo and isn't creative. Can we be consensus seeking without using consensus to make decisions. How do we have more democracy in our decision making? ● Love the voting chart! ● Make a policy about check signing - no longer in bylaws. ● Dissolution - 80% vote. 	
<p>8.</p>	<p>Create a Committee for Elections</p> <ul style="list-style-type: none"> ● This committee would be a permanent committee ● Responsibilities could be: election process, thoughtful nominations, criteria for recommendation, onboarding <p>This was tabled due to lack of time.</p>	
<p>10.</p>	<p>Check-out Board meeting adjourned at 9:21 pm. The next board meeting is Monday, December 5 @ 6:30 pm.</p>	