

**Mariposa Board Meeting february 6 2017 - 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 (via phone)  
Michaela Holmes, Convener Morgan Robinson, Treasurer  
Irit Reinheimer, Strategic Planning Committee Delegate  
Alison Miner, At-Large Delegate  
Clayton Ruley, At-Large Delegate  
Jody Mailer, Staff Delegate  
Maggie Harrison, FJAR Committee Delegate  
Atiya Ola, At-Large Delegate  
Aj Hess, Transitional General Manager (via phone)

Ore Badaki, member

**Absent:**

Nobody!

<b>Action Items</b>	
<ul style="list-style-type: none"><li>• ari - Post January minutes to Loomio</li><li>• <del>ari - Post February Minutes to Loomio</del></li><li>• <del>Lena - share member list</del></li><li>• Everyone - nominate at least one person.</li><li>• AJ - will look in the financial handbook and let us know if there is already a policy about this.</li><li>• Aj - by June meeting B2 A&amp;B, Strategic Plan by Sept, New Pro Forma next time monitoring happens.</li><li>• Aj - quarter to quarter, year to year graphs on future financial reports</li><li>• PG committee - update policies!</li><li>• Everyone - <a href="#">FILL OUT THIS SURVEY</a></li><li>• Everyone - fill out this <a href="#">doodle</a></li></ul>	

**February 6, 2017**

<b>Item</b>	<b>Discussion</b>	<b>Actions</b>
<b>1.</b>	<b>Check-in -</b>	
<b>2.</b>	<b>From Loomio</b>	Post January Minutes to Loomio - ari

	<ul style="list-style-type: none"> <li>• Discuss + Approve proposal to name Maggie FJAR Board Convener</li> </ul> <p>-questions about whether or not the board needs to be making this decision. Is the board going to vote on Convener for every committee?</p> <p>- this committee is in the bylaws so we may need to do more for this committee.</p> <p><b>Passed by consensus that Maggie H. will be convener of Board FJAR.</b></p> <ul style="list-style-type: none"> <li>• Jody's (lack of) conflicts of interest</li> </ul> <p>Jody has no conflict of interest.</p>	<p><b>Passed by consensus that Maggie H. will be convener of Board FJAR.</b></p>
<p>3.</p>	<p><b>Elections</b></p> <p>Update and brainstorm</p> <ul style="list-style-type: none"> <li>• Reminder of timeline - nominations close in two weeks! (February 17th)</li> <li>• How many nominations do we have: not many - 5. We're the only co-op Elise could find that has this nomination process. How do we make it so people don't feel weird about nominating themselves? Maybe change the language to nominate or apply.</li> <li>• Let's get our nominating on! - Lena will share member list so we can nominate people.</li> </ul>	<p>Lena - share member list</p> <p>Everyone - nominate at least one person.</p>
<p>4.</p>	<p><b>Financial Education</b></p> <p>Education: walk through the finances (20 min)</p> <p>Three types of data from Mariposa's accounting systems (financial statements). Profit &amp; Loss statement (P&amp;L) tells us how much money we're making, what we're spending money on, and if there is money left over (net income/profit).</p> <p>We have a benchmark of growth -it's apparently not good enough to do the same. 3% growth is the minimum NCG is looking for. We have been exceeding this.</p> <p>Balance Sheet - a snapshot of the co-op's finances. What we "own" (assets) vs. what we</p>	

	<p>“owe” (liabilities). Assets will always equal liabilities. Liquid = current or can be transferred within the next 12 months (inventory). Long term means over 12 months (capital, equipment). Depreciation - a way to track value of long term assets.</p> <p>Cash Flow Statement - change in the assets in cash over a period of time. A way to track cash vs. expenses.</p> <p>2017 Budget is a Profit and Loss Budget. We’ll be able to compare the actual numbers to the budget numbers in the P&amp;L statement.</p> <p>Proforma is a year over year projection of holdings. It’s a way to forecast retained earnings vs. cash vs. expenses. The benchmarks will help us see if there will or will not be cash flow issues.</p>	
<p><b>5.</b></p>	<p><b>TGM Monitoring</b></p> <p>Approval:</p> <ul style="list-style-type: none"> <li>• B1: Financial Condition (20 min)</li> </ul> <p>Co-metrics isn’t due until middle of this month. Should consider moving this report to March so we’ll have that data.</p> <p>This is clearly Q4 do we ever get to see the whole year? Yes, after the audit. When we get Q1 2017.</p> <p>Amazing net profit for Q4! Gave bonuses. Far exceeded the policy. Huge amount of profit and growth. Yay!</p> <p>B1.5. - will change interpretation re: owners to be year to year rather than quarter to quarter based on board feedback.</p> <p>B1.9. - include leases that will lead to expansion... careful not to limit leases for storage, etc. (PG committee work on this!)</p> <p>Hope to have loan info at March meeting.</p>	<p>AJ will look in the financial handbook and let us know if there is already a policy about this.</p> <p><b>Consensus reached on asking for the following: Due no later than June meeting A &amp; B. Strategic Plan due no later than September. New Pro Forma due next year when monitoring happens again.</b></p> <p>PG committee - read through the notes and update policies accordingly to submit to the board for approval.</p>

Do we need a capital budget? No.... but, we might want a limit for how much the GM can spend without needing board approval. AJ will look in the financial handbook and let us know if there is already a policy about this.

Board - do we want to retain approval for whether or not a review is sufficient or if we need an audit? Yes, that sounds like a good idea. (PG committee work on this). How often are audits normally done in this field? It depends on how things are going... every 5 years could be reasonable. Auditing is a lot of work and costs a lot of money - but it does make sense to do sometimes.

Why are labor margins not used as a measure? It's not really written into any of the policies. It would just be a FYI number.

Seems like it could be an indicator that the staffing is the right size - which could show us how efficient we are and how we're positioned. Re: it's just a benchmark for efficiency - doesn't necessarily show you how you're doing financially. Is there somewhere else where it fits? It's in B2. Might be relevant in staffing policy. [PG committee add to B1].

**Board Accepts as in compliant.**

**Michaela proposes graphs that are quarterly, year over year, Abdul-Aliy seconds - consensus reached for requesting graphs for future financial reports!**

- B2: Planning & Budgeting (20 min)  
For note taking- use [this document](#)

Want to have cash flow done quarterly, pro forma doesn't give all of the data needed.

Pro forma is usually done for 5 plus years - are is from 2012-2020. What things should look like over those years.

Questions about operational definitions: put a date, what constitutes an external entity? When something is reviewed - by whom? When? Are there other goals for the pro forma? Does the pro forma need to comply with the policies? It complies with NCG policies so should be compliant with our policies.... There are questions about whether or not the pro forma really meets the standards. It was meant to be used more informally than it's being used now. Wasn't made by an outside finance professional.

{PG committee} - annual budget due before december meeting - cash flow can be done today.

Forecast due no later than June.

Policy is not in compliance until strategic planning with Ends in mind is done.

Add to operational definition: "assumptions we make in creating a multi-year plan & the annual budgets will be clearly stated in writing in the plan"

C1. who is the external financial person? Dan O- who was not a CPA at the time (though he is now).

Board budget isn't changed - it's just in different accounts.

**Fist to fives 4s & 5s. Consensus reached on asking for the following: Due no later than June meeting A & B. Strategic Plan due not later than September. New Pro Forma due next year when monitoring happens again.**

	<p>This was really inaccessible - not sure how to make it more accessible but want to note that it was impossible to know how to engage in this conversation.</p> <p>Can we pick a few more things that can be defined? Can we make them more simple? B2 was particularly confusing and hard to understand. Otherwise we need to have much higher expectations of board members. Loved the equation keys in B1.</p> <p>Include:</p> <ol style="list-style-type: none"> <li>1. More graphs!</li> <li>2. Definitions that are important to the policy.</li> </ol> <p>Good resource: <a href="#">Kahn Academy</a> - explains accounting and budgeting!</p> <p>Maybe we should have a study group the weekend before a meeting and people who understand and don't understand (whatever the topic is) can meet and go over things together.</p> <p>When we move to approve here is a quick review of our decision making process- <a href="#">visuals here</a></p>	
<p>6.</p>	<p><b>Board Monitoring</b> Discussion:</p> <ul style="list-style-type: none"> <li>● C4: Meetings</li> </ul> <p><a href="#">FILL OUT THIS SURVEY BEFORE Friday Feb 3rd.</a></p>	<p><b>Everyone - fill out the survey! ASAP</b></p>
<p>7.</p>	<p><b>CDS Retreat</b> Schedule CDS retreat and hone in on content Please fill out this <a href="#">survey</a> by Feb. 6 so we can schedule our CDS retreat</p> <p>Will prioritize April &amp; May dates so that new board members and current board members can both be present.</p>	<p><b>Everyone - Fill out the doodle! ASAP.</b></p>

<b>8.</b>	<b>TGM Review</b> Executive session: <ul style="list-style-type: none"><li>● High level report back</li></ul> Consensus reached to go into executive session - absent staff to discuss Aj's review.	
<b>9.</b>	<b>Check-out</b> Board meeting adjourned at 9:05 pm. The next board meeting is Monday, March 6 @ 6:30 pm.	