
MARIPOSA

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Mariposa Board Meeting May 7, 2018 - 6:30 PM to 9:00 PM

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

In Attendance:

Alison Miner, At-Large Delegate
ari rosenberg, Treasurer
Hannah Jo King, At-Large Delegate
Kaila Pedersen, At-Large Delegate
Liz Gross, Staff At-Large Delegate
Meg Carrol, Staff Delegate
Michaela Holmes, Secretary
Nancy Geryk, At-large Delegate
Nidhi Krishen, At-Large Delegate
Aj Hess, Transitional General Manager
Meaghan Washington, Marketing Coordinator
Vera Foronda, Full Charge Bookkeeper
Zack Connor, Administrative Assistant to the General Manager

Absent:

Clayton Ruley, At-Large Delegate
Meg Carrol, Staff Delegate
Rachelle Faroul, At-Large Delegate
Shanice Solomon, At-Large Delegate

Action Items
<ul style="list-style-type: none">• April Meeting Minutes approved• Liz, Nancy, Clayton, and Nidhi will reach out to Black & Brown Workers' Cooperative to engage in a dialogue• A planning committee to discuss the themes of the retreat was made of Nidhi, Michaela, Alison, Hannah Jo, and AJ• The Board will move forward with Good Shepherd as a mediator; Clayton, Michaela, Alison, the new Convener, possibly Kaila (if no convener), and HR manager will meet with them

Item	Discussion	Actions
1.	Check-in -	

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2.	<p>Approve April Minutes</p> <ul style="list-style-type: none"> -Kaila asks if she should abstain from voting on the minutes since she was not here; Ari confirms she should not vote on them -Nancy makes motion to approve, Liz seconds, approved with 2 abstaining 	April Meeting Minutes approved
3.	<p>Multi-Stakeholder Cooperative Discussion</p> <ul style="list-style-type: none"> -Ari gives background on multi-stakeholder cooperative (both worker and consumer owned) -Ari questions how this would play out in a consumer coop noting that what benefits staff will not always benefit consumers -Ari notes ultimately the members have to decide; Board could bring a proposal at a meeting for members to vote on -AJ makes the note we still need to re-incorporate -Ari poses the following questions to the Board: <ul style="list-style-type: none"> ---Is this something the Board wants to move forward with? ---If yes, what does that look like? How much does a share cost for worker-owner, what does the Board look like? (Ex. Weaver Street) -Michaela brings up there's lots of paths to take -Alison asks if anyone has experience with multi-stakeholder coops, what the advantages would be for the organization? And risks? -Michaela brings up that there would be two classes of invested people, and that this would be an opportunity to deal with governance (an ongoing project for the Board) -Michaela also notes that there's been so much change, is this a good time to take on this big change? With two different groups of people that want different things? -Michaela asks if there has been talk about producers? (Vendor-owners) -Alison brings up the question of staff being members? Do we make them pay to be members? Multi-stakeholder coop could take on this issue -Alison acknowledges it makes sense ideologically, but practically not sure if it fixes the issues the coop currently faces in terms of structure & governance -Nidhi asks what would happen if we do not move forward 	AJ will check in with lawyer on status of moving forward with this - letting them know we will not be moving forward at the moment in this model, but interested in the future at some point.

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	<ul style="list-style-type: none"> -Ari clarifies we continue as a consumer coop -Ari makes the note on what the Board make-up is and who do they make decisions on behalf of; there's been an issue of the Board wanting to support staff but that's not who the Board represents -Ari affirms that if this is something staff wants, the Board should move forward -Nancy wants more history of how this came up, not opposed to multi-stakeholder model but wants more information -AJ clarifies that a Board member who is also on the staff represents consumer-owner -Alison notes that some Board members came on the Board with the intent of being representative for staff, but agree staff members should be more directly involved -Michaela states she is on board with the idea, but clarifies it is bad timing with a half new board, a GM that is on contract -Kaila asks what the effort & cost is associated with incorporating twice in short period of time -AJ notes that the cost lies more within the lawyer rather than the actual cost of incorporation; we've already spent \$10,000+ with lawyer already 	
<p>4.</p>	<p>Black & Brown Workers Collective</p> <ul style="list-style-type: none"> -Ari turns it over to AJ for discussion -AJ brings up the issue of our ability to issue statements in a timely manner noting its essentially staff's job, but there should also be a Board response especially if it pertains to the Board -AJ suggests delegating this responsibility to a member of the Board, if the Board wants to -AJ believes this is an organizational issue, not operational issue, hence a Board response -Ari informs the new Board members in these situations the Board must unanimously participate in an online poll when asked for a timely decision/response, otherwise they cannot move forward with the decision; the Board can change this policy -Michaela acknowledges the Board needs a way to make quicker decisions, but also notes that if the coop needs a 	<p>Liz, Nancy, Clayton, and Nidhi will reach out to Black & Brown Workers' Cooperative to engage in a dialogue.</p> <p>Meaghan will spearhead the discussion with BBWC</p>

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<p>decision in 24 hours, that is not a Board issue, more an operational issue</p> <ul style="list-style-type: none">-Michaela gives shout to Meaghan for her work recently-AJ proposes 'can' responses - generic responses for quick statements, gives Board space & time for more in-depth response-AJ continues to inform the Board on what has happened since the statement was released:<ul style="list-style-type: none">---separate incident of a brick being thrown through the front door; a police report was filed---AJ sent out an email to all staff & Board on the incident---BBWC saw the email & came to the coop to clarify they were not involved---AJ notes that the police report was filed for AJ clarifies it was for insurance, not meant to target BBWC-AJ asks the Board on next steps-Liz asks if the BBWC has been invited to discuss?-Kaila wonders if we are the calling letter of response posted on social media an invitation-Meaghan clarifies the letter was emailed directly to the BBWC-Ari suggests directly following up with the purpose of engaging in a conversation, but the Board needs to decide who will be at the meeting and a clear message-Ari emphasizes that we should not be defensive, but rather hear the critique and be open to it-Michaela sees two steps focusing on talking directly to the BBWC or we can be more involved in the community-Michaela proposes doing a panel on displacements, but the next tangible steps would be operational, with staff acting on next steps-Hannah Jo asks if Justice at Mariposa committee knows about this and if the Board can plan with them-AJ acknowledges that JAM knows about it-AJ responds to Michaela noting it is a combined effort, especially with the emphasis on a response coming from the Board as well as from staff-Nancy brought up that Tyneisha Bowens (Wellness Manager) offered to start a people of color caucus for the staff	
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<p>-Nancy also suggested we need to have more people of color vendors</p> <p>-Meaghan gives further information on the caucus acknowledging it would focus on response to the BBWC campaign;</p> <p>-Meaghan also brought up doing more community events such as the YMCA healthy kids day</p> <p>-Liz asked how much the campaign may be specific to the existence of the store or more specific to staff; wondering about training with staff in regards if we need more anti-racism training or if there is other training we could do</p> <p>-Kaila approves of Meaghan's idea for operational next types, but for Board next steps - how comfortable does the Board feel, do we need to bring in a third party for mediation?</p> <p>-Michaela asks the Board if they are interested in moving with other businesses targeted by the campaign?</p> <p>-AJ negates that by bringing up the Apple lofts - do we want to align or meet with them? No.</p> <p>-Meaghan has experience with Post brothers and not interested in working with them</p> <p>-Alison inquiries on the existence of Board FJAR; noting we are mandated to have FJAR committee of the Board, not necessarily made up of Board members</p> <p>-Ari responds to Michaela that is not just about us, but it is about us; the campaign is not targeting every single business in West Philly</p> <p>-Ari makes the point that confrontation is something generally white people like to avoid, so more direct invitation is important</p> <p>-Kaila acknowledges that people aren't showing up to FJAR because we haven't had a committee yet, but the Board doesn't need to wait to June retreat, the Board could start now</p> <p>-Michaela notes there has been work on a charter for FJAR; nobody has to wait for anything</p> <p>-AJ brought up they met with someone from Development w/o Displacement who was willing to facilitate conversation with BBWC, just on Board's plate</p>	
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	<p>-Hannah Jo asks about Chris from Sankofa who spoke at the elections for the Board regarding churches as a hub for community in west philly; reason why we do or do not engage in churches?</p> <p>-Hannah Jo brings up that the Board needs to have conversation on racism before we facilitate a meeting with BBWC</p> <p>-Liz brought up there were two things that could happen as next steps:</p> <p>---specific invitation with BBWC from who with who?</p> <p>---get FJAR going</p> <p>-Meaghan suggests if Board can elect person or two, the new staff people of color caucus and BBWC</p> <p>-Ari asks if any of the Board is willing to be there?</p> <p>-Nidhi, Liz, Nancy express interest in being part of this conversation</p> <p>-AJ notes if staff caucus does not choose to have conversation, Board will still need to decide if they want to facilitate conversation</p> <p>-Nancy seconds Hannah Jo's request to discuss Board's ideas on race</p> <p>-Liz agrees on the need to have discussion on race, but notes it is really hard to have a Board response w/o not knowing what their Ends are</p> <p>-Alison likes their being a direct response, but felt it does not need it to be a Board response, it can be staff response</p> <p>-Nidhi asks if this would be a one time engagement because she envisions a series of engagements</p> <p>-Kaila believes it should be ongoing if they are willing</p> <p>-Ari inquiries of the Board who would be asking</p> <p>-AJ expresses concern in two Board Members also being on staff</p> <p>-Michaela suggests Clayton being involved</p> <p>-Ari pushes to make a decision on direct invitation to BBWC</p> <p>- Liz, Nancy, Clayton - response or engagement, Nidhi would be invited to participate if BBWC wants to move forward with the talks</p> <p>-Kaila makes motion, Nancy seconds, unanimously approved</p>	
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5.	<p>Board Retreat</p> <ul style="list-style-type: none"> -Saturday, June 23rd (Everyone can attend, Ari as well) -Michaela suggests delegating 3 or 4 people make quicker decisions on what to discuss (planning committee) - new Board member, old Board member, AJ -Nidhi, Michaela, Alison and Hannah Jo volunteer to be on the committee, with AJ also in attendance, and Zack supporting logistics 	<p>A planning committee to discuss the themes of the retreat was made of Nidhi, Michaela, Alison, Hannah Jo, and AJ</p>
6.	<p>New Board Member Orientation</p> <ul style="list-style-type: none"> -AJ suggests opening the orientation to all Board members, not just new Board members, with an emphasis on policy governance -Alison & AJ will lead the Board orientation with Meg, if she wants to 	<p>Zack will email the Board a Doodle poll to find best time for Board member orientation - open to all Board members</p>
7.	<p>Mediation update</p> <ul style="list-style-type: none"> -Kaila researched 3 options of places the Board could use; the next steps would be to figure out budget, timeline, & who needs to be there -Ari makes motion to engage with Good Shepherd as a mediator, Alison seconds, unanimously approved -Kaila states that the whole Board does not need to be there -Alison volunteers -Ari suggests Clayton & Michaela -AJ believes the new convener should be there -Kaila makes motion to have Clayton, Michaela, Alison, New Convener and possibly Kaila (if no convener) meet with Good Shepherd, Alison seconds, unanimously approved -AJ acknowledges that the HR manager should be present -Ari asks if Kaila would be comfortable scheduling for sometime in June -Kaila inquiries on budget; no more than \$1000; \$200 an hour, but negotiable 	<ul style="list-style-type: none"> -The Board will move forward with Good Shepherd as a mediator -Clayton, Michaela, Alison, the new Convener, possibly Kaila (if no convener), and HR manager will meet with them -Kaila will schedule with Good Shepherd for some time in June
8.	<p>CCMA</p> <ul style="list-style-type: none"> -Ari asks the Board for confirmation on who else to send besides Meg 	<p>Hannah Jo will be attending CCMA 2018</p>

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	-Hannah Jo is still interested -Nancy makes motion to send Hannah Jo to CCMA 2018, Alison seconds, unanimously approved	
9.	Check out	