

Date: 07/05/22 **Convene Time:** 6:30pm - 9:00pm **Location:** Online

Attendees

Lorelle Becton, Vera Foronda, Elaine Fultz, Aj Hess (Cooperative Executive Officer/CEO), LaToya Johnson (Treasurer), Majal Logan (Owner Services Coordinator/OSC), Jordan Rock, Ian Snyder (Secretary), Aaron Spence (Vice Convener), Salina Vinson, and Meaghan Washington (Convener)

Guests: Austin, Diana, and Heather

Absent: Tiernan Alexander

There was a brief welcoming, check-in, review of the Meeting Norms, and reading of the Mariposa Ends Statement (5 Minutes, 6:40 PM - 6:45 PM)

Mariposa Food Co-op is a consumer-owned cooperative that provides a balance of intentionally sourced and affordably priced food, and other products. Mariposa Food Co-op cultivates an abundant food system that nourishes a healthy community through a thriving, equitable economy while fostering the health of the earth.

Meeting Minutes - Approval (10 Minutes, 6:45 PM - 6:55 PM)

The approval for the June 2022 Minutes was moved to an e-mail decision to be made by July 12, due to a late submission. EF seconded. All in favor.

In an e-mail sent on 07/12/2022, VF motioned to approve the minutes, the Convener seconded, and it was approved with the exception of one Board member.

Consent Agenda - Discussion (20 Minutes, 6:55 PM - 7:15 PM)

- Process for decisions to be made outside of board meetings
 - An initial discussion about the decision is to be had before a motion is made by the Convener for the Secretary to set up voting via e-mail or other platform.

C - Policy Overview (35 Minutes, 7:15 PM - 7:50 PM)

- There was a review of the [Policy Register](#) and [Governance](#) webpage.
 - The CEO and OSC are to meet with the Board Secretary to discuss the Board Monitoring report process.
 - The CEO is to send the retreat notes that show last year's updates to the policies, based on changeover from the 2016 board.

- **The Vice Convener motioned for the Policy Register to be read and the Board Monitoring report completed before reviewing the results next month. LB seconded. All were in favor.**

CEO Reports (30 Minutes, 8:00 PM - 8:30 PM)

The B1 Annual Report was discussed.

- B1.1: There was a small decline in sales growth
- B1.2: There was some profit made, and a portion is to go to patronage
- B1.2: Ratios and Days Cash look good
- B1.3: There is still one loan
- B1.5: We are out of compliance with owner count, but exceeded the goal for paid-in equity
- B1.6: Debt Service Coverage ratio is stupendous
- B1.7: Payments are timely
- B1.8: There is no unapproved debt
- B1.9: There have been no changes in real estate
- B1.10: The payroll company made mistakes impacting taxes, but were resolved
- B1.11: No funding was used
- B1.12: There is compliance with GAAP
- The B1 annual report was accepted with acknowledged non-compliance.

• Questions:

- There were questions surrounding transparency and social justice from guest members about consultant and contractor payments, loans and grants, pay benefits, monthly sales, square footage, the financial impacts of the pandemic, reasons for unionizing, the front-end remodel and bagging, as well as the hours data for management, administration, and floor staff.
 - The Convener directed the guest members to the Policy Register to show that those questions are not answered in this report. There was a brief mention of the annual meeting where more detailed reporting is provided. Since the adoption of the policy register in 2016, changes have been made in the reporting of operational matters such as specific wages and salaries, and responsibilities delegated to a GM or CEO alongside others like HR Managers with experience in running grocery stores.
 - The CEO added that there are other policies reviewed by the board related to the treatment of staff and members, as well as member-owner responsibilities etc. The member-owners elect a board to oversee the operations via the writing and monitoring of policies for governance that the CEO must then uphold, however, the board is not involved in such operational matters as union contracting. The policies address whether or not the co-op is in alignment with other co-ops, in

terms of norms like wages. The board determines the CEO's salary, but it is not shared broadly. Member-owners are welcome at the board meetings to review the reports and policies or executive limitations placed on operations and the CEO. The CEO is in charge of hiring for positions that have hiring, ordering, and pricing duties.

- The CEO was invited by a guest member to an independent panel on social justice to provide answers to members' questions about Mariposa's stance with the union and on the inequality of wages and working conditions.
 - The CEO agreed to participate in a meeting, and pointed out that the Mariposa bylaws make provision for such meetings to occur. They also reported that the union contract was voted on by staff 19 to 1. There is a grievance process and a Union Representative that the CEO meets with regularly. Currently, there are no violations of the union contract.
- The Convener reported that the CEO previously presented the Front-end Remodel to the board, alongside research done by the Finance Manager and IT/POS Specialist.
- The CEO shared contact information for all further questions.

A ten minute break was taken.

FYI's

- The walk-in cooler malfunctioned and there was a loss in spoilage, which the co-op is seeking to recover through insurance
- The plumbing had to be fixed
- The water heater broke
- There are ongoing issues with distributors across co-ops, such as with bulk granola
 - Additional setbacks have included training time for new hires, limited storage, and inflation in costs, fuel, and prices
- Deliveries can no longer be made overnight, so there will be a shift in scheduling
- Inventorying took place this week
- A Grocery manager will be out for a couple weeks

Board Transparency - Discussion (5 Minutes)

- Who are we, Board Presence, and engagement
 - There was a request for the Board Meeting information to be posted in the front of the store with a note in regards to learning more about the board
 - **CEO to connect with Marketing and OSC to make informational flyers about the meetings**

Executive Session (8:44 PM)

- The Convener motioned for the board to go into Executive Session to discuss Personnel Matters. JR seconded. All were in favor.