

TPSS Board of Representatives Meeting

Date: April 28, 2013

Time and Place: 6:05pm, TP Store Community Room

Present:Tanya Whorton (TW), Steve Dubb (SD), Emily Townsend, (ET), Ken Firestone (KF), Dan Robinson (DR), Kahlil Yanes (KY), Erin Gabrielson (EG), Bill Rodgers (BR)

Absent: Matt Hersh (MH)

Others Present: Abdi Guled (AG), Marilyn Berger (MB)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board agreed to add the *Nominations Committee* to the agenda after the report from the FAC and move the discussion of the May meeting date until after the proposed Board Retreat.
- The Board approved the March 24, 2013 Open Session meeting minutes as amended; ET moved, KF seconded, and approved by consensus.
- The Board resolved to amend the Board budget so that more than two Board representatives could attend the June 2013 CCMA conference and have their expenses covered; SD motioned, ET seconded, and approved by consensus.
- DR reported to the Board that the FAC requests re-authorization of the current Financial Conditions Policy (FCP): SD moved to temporarily maintain and continue the current FCP (last revised 12.2011), for the next six months, KF seconded, and approved by consensus.
- The Board agreed to invite representatives from OTBA to the May or June 2013 Board meeting to make a presentation; SD moved, EG seconded, and approved by consensus.
- The Board agreed to begin the second section of the upcoming retreat discussing the status of the SS store and then review expansion.
- The Board decided to reschedule the May 2013 Board meeting from the 19th to the 27th.

Board Education: TW reported on the April NCGA conference, which she and the GM attended. She explained that NCGA aims to do things like strengthen the purchasing power for natural food co-ops and lobby and advocate for co-op's interests, and that NCGA wants to become more known to Boards. She shared Bob Burlton's description of the transformation of co-ops in the UK and relayed that the conference speakers emphasized the importance of being able to walk into any co-op store and see that things are up to standard. She described the model of how NCGA consultants are paid for providing expansion support: by receiving a percentage of the increased profits due to the expansions. So, she pointed out, they are really very committed to a co-op's success. Finally, she remarked that many attending co-ops described using membership surveys and she believed it would be prudent for the Co-op to utilize a membership survey for the expansion effort.

CCMA Conference: Recognizing that originally they had only budgeted for two Board reps. for the June CCMA conference, the Board agreed to pass a necessary resolution to amend the Board budget. The following Board reps. plan to attend the conference: DR. MH, KY, and BR.

Open Member Forum: There was discussion re: comments from customers about the level of products at the Co-op. On Earth Day, representatives from a wind power company stated that they want to follow-up with the GM.

Report from FAC: DR gave a verbal summary of the finances; because the new Finance Manager is still coming up to speed, the financial statements were not ready for this Board meeting. He shared that the SS Store, reportedly, had made several thousand dollars for this period. DR also shared that the FAC is taking some time to review the conditions in the Financial Conditions Policy (FCP).

The Board recognized that the FCP was due to be reauthorized in December; therefore, DR relayed that the FAC is requesting re-authorization. The Board approved a resolution for the re-authorization of the FCP; the Board President pointed out that although the FCP was not re-authorized at the moment of expiration, the FCP and its current requirements never expired or lapsed.

Board reps. suggested revisions to the FCP during this period of review: for the future, as part of the policy, make the period required between reauthorizations longer; and, use visual charts for the most important comparisons for which the Board/Co-op needs to be made aware.

Nominations Committee: EG reported that the Nominations Committee (NC) reviewed all the 2012 recommendations that were suggested by last year's NC; and while they put some recommendations on hold, they utilized a number of them for their 2013 election plan. They also, she shared, wanted to introduce some new features for this year, such as, survey monkey, which will allow people to vote online. **The NC will research the Co-op by-laws to ensure that this application can be used for TPSS Co-op voting.** In final, EG shared that they have been working closely with the Outreach Coordinator to collaboratively streamline the timing of all the necessary steps; she referenced a timeline chart that KY configured.

Expansion Committee: KF reported that the Expansion Committee is currently waiting for the results from the environmental study for the parking lot, which was performed by the City of Takoma Park, and the results from the feasibility study, which is underway. He noted that certain outstanding items depend on the findings of these reports and that future negotiations will be informed by them as well. KF confirmed that the GM and CW Architects will be given a copy of the environmental study when it is released.

KF reminded the Board that the Historic District will probably need to approve anything the Co-op does in terms of expanding. He also reported that there will be a meeting with the Historic District re: plans for the area, which he will not attend out of a conflict of interest, because he was recently appointed to the Historic District. KF updated the Board that he has not heard back from the City of Takoma Park yet, and he is currently trying to meet with Sara Daines.

Membership Committee: SD announced that the Membership Meeting (MM) will occur on Sat May 4th from 2-4pm at Historic Takoma. He shared that KY and the Outreach Coordinator worked on a bi-lingual member interest survey for members to complete at the meeting. SD summarized that the agenda for the

meeting will include the Board report, an expansion update, etc.; however, he noted that the auditor's report will not be ready for this MM.

The Board discussed a couple of issues with the use of visuals: the need for good visibility for the meetings and the need for images to show in emails and/or to display the text.

DR raised the idea of Board reps. visiting Park Slope Co-op and meeting with some of its members to gain a greater understanding of a member-staffed/workered co-op, which also requires all its members to work at their co-op to some degree, he suggested that maybe this could help the Silver Spring store. A couple of Board reps. voiced the challenges of implementing that model at TPSS Co-op and expressed the opinion that if one store becomes a members-worked co-op (all members work), then the other has to as well. It was noted that during the expansion, the co-op may need member-volunteers/workers. Several Board members stated that member-volunteers can legally work at the TPSS Co-op only if they are just performing functions that paid staff are not already performing.

GM Report: The GM reported that the unaccounted for \$30K which is labeled as "Coop Member Equity-UNFI" in the accounting records, is being researched. A previous Co-op Board president indicated that this amount may relate to a loan the Co-op leant out years ago to another co-op, AG added.

He confirmed that the implementation of the generator is progressing and that CW Architects took measurements of the TP store's floor space for the feasibility study. Per audit recommendation, he stated, the new Finance Manager observed the inventory at both stores. With the assistance of Four Seasons produce supplier, he shared that the Co-op did a produce re-set and noted that this supplier will do some staff training as well. He continued that the Co-op is furthering its use of social media; the new phone application is being accessed and the Co-op's Facebook numbers are increasing.

The Board discussed the timeline for completing the staff satisfaction survey. MB confirmed that the previous survey consultant is unavailable, so the Co-op is looking for a new survey service provider. The Board encouraged reps. to review the previous staff survey.

Community Partnerships: SD proposed that the Board invite representatives from OTBA to the May or June Board meeting to give a presentation. The Board supported this suggestion and also a plan for an informal get together between several of the organizations' representatives to occur beforehand. The Board reviewed some of the past issues, such as, miscommunicating a stipulation on the use of community loans from a loan that the Co-op provided. Board reps. conveyed wanting to hear OTBA's plans, to share the Co-op's hopes, and to work on relationship building. SD noted OTBA's successes and their significance in re: to the Co-op's expansion.

Proposed Board retreat agenda: SD summarized what the governance section of the retreat will entail: discussion of the new policy revisions and the GM's most recently submitted goals and indicators. He described part of the goal of the governance section to be making policy more meaningful, less adversarial, and more collaborative. He elaborated that the GM submitted a good set of goals and indicators, but one of the retreat aims was to continue to solidify them.

The Board discussed the importance of addressing the SS store's status soon, regardless of whether the discussion occurred at the retreat. The GM explained that he is waiting for the next set of financial numbers before he makes his recommendation. He confirmed that the Board will have the financial

statements at the next Board meeting and that he will address the SS store then. AG recounted how each month from Oct.-Feb. '13 has contributed towards a downward trend. He also shared that the rent at the SS store is very expensive.

Some Board reps. suggested forming a Board committee to focus on the SS store; yet, overall, the Board agreed that they wanted to be able to discuss the SS store at the retreat. In regards to expansion, the Board President stated that she would like to hear from the retreat consultant what the Board needs to be anticipating or deciding over the next six months. In final, DR named membership engagement as another area which deserves Board focus; the Board suggested this be an agenda item for a future Board meeting.

Discussion of L and M Policy revision Drafts: Board reps. shared their changes or status updates to the policies. SM reported on behalf of MH: he made no changes to M-1. KF reported that he saw no need for changes to L-2. However, AG planned to add a piece to it re: employees. SD shared that he modified EG's draft of M-2 by removing "auditors." BR stated that he attempted to simplify the language of L-3 and that he added a piece about the staff break room. ET observed that most every co-op she researched had nearly the exact same L's policies as the Co-op currently does. One difference that might be wise to include in our new L-7 was a requirement that the designated succession executive should attend at least one Board meeting, ET suggested. SD relayed that the Membership Committee revised the new L-8, so that there was no confusion between the member-owner education survey and the customer service survey.

There was discussion about the level of detail in L-6. TW recounted how historically, no comments were submitted under L-6 for an extended period of time, so the Board had received feedback to add greater detail.

Board reps. planned to submit their policy revisions to SD and SM by May 18th.

Meeting adjourned: 9:09pm

Term 2013:

Rep.:	Dec.	Jan.	Feb.	Mar.	Apr.
Dubb	*	*	*	*	*
Firestone	*	*	*	*	*
Gabrielson	*	*		*	*
Hersh		*	*	*	
Robinson	*	*			*
Rodgers	*	*	*	*	*
Townsend	*		*	*	*
Whorton	*	*	*	*	*
Yanes	*	*	*	*	*