

TPSS Board of Representatives Meeting

Date: December 15, 2013

Time and Place: 6:00pm, TP Store Community Room

Present: Tanya Whorton (TW), Emily Townsend, (ET), Dan Robinson (DR), Erin Gabrielson (EG), Kahlil Yanes (KY), Nelson Graves (NG), Matt Hersh (MH), Ken Firestone (KF), Rachel Hardwick (RH)

Absent: Bill Rodgers (BR)

Others Present: Abdi Guled (AG), Marilyn Berger (MB), Claire Taylor (CT), Wendy Blake Coleman (WBC)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board agreed to modify the evening's agenda: moving the order of a number of items, including the drafted dashboard financial statement; and tabling the item of Board education reading.
- The Board approved the November 24, 2013 Open Session Meeting minutes as amended; DR moved, ET seconded and approved by consensus.
- The Board resolved to appoint EG as a tenth Board representative for the period of a year; KF moved, DR seconded, and approved by consensus.
- By majority vote, the Board elected TW for the position of Board President for the upcoming Board year.
- By majority vote, the Board elected DR for the position of Board Vice President for the upcoming Board year.
- By majority vote, the Board elected ET for the position of Board Secretary for the upcoming Board year.
- By majority vote, the Board elected MH for the position of Board Treasurer for the upcoming Board year.
- The Board resolved by consensus to appoint the following committee chairs: DR as Chair of the Expansion Committee; MH as Chair of the Finance Committee; KY as Chair of the Membership and Community Affairs Committee; and RH as Chair of the Nominations Committee.
- The Board resolved to renew the CBLD program for the next year and to utilize AORTA consultants on an as needed basis; TW moved, EG seconded, and approved by consensus.

Board Member Introductions: Sharing their present community involvement and/or former participation with boards and co-ops, Board reps. introduced themselves.

Open Member Forum: WBC introduced herself as a lifetime member of the Co-op and explained that the loss of the Silver Spring store was very difficult for many people in the surrounding area and that some of those people are hoping to work with the Co-op to re-establish a co-op presence in that neighborhood. She elaborated that they did not intend to compete with

the Co-op, but wished to request information. She shared that she would like to see the Silver Spring store re-opened.

After the Board inquired about what specific information the group was seeking, WBC listed the following: 1) an idea of the plans for the equipment at the former SS store (coming back to the TP store or staying with the location) 2) a list of the TPSS members in the Silver Spring zip code area 3) an understanding of how often people from the Silver Spring area actually come to the TP store 4) information about what the actual sales amounts were for the SS store versus the costs of rent and overhead 5) the status of the lease and a consideration of whether the Co-op could cooperatively capitalize the equipment with them 6) advice for the group.

TW relayed that the Board and operations need to discuss the level of engagement that the Co-op wants to involve itself in for this effort and agreed to make the consideration a future agenda item.

GM Report: In regards to the recent request for a new “Ends and Indicators Update” document, TW raised the question of whether the Board were seeking more than a status report and wanted further updates or just wanted to be informed if there were a change. **The Board planned to revisit the goal of a new “Ends and Indicators Update” document as a future agenda item.**

AG reported that he had communicated with Peg Nolan of NCGA re: the information on the Expansion and that he will be following-up with her re: her level of involvement with the Co-op.

The Board and GM discussed how the City is holding a meeting about the City/Takoma Junction parking lot on Monday. DR and KY planned to attend, and AG shared his plan to attend and confirm the Co-op’s interest in the lot.

MB presented the “Small Business Dashboard” statement and explained that it was a statement created by the Finance Manager to provide the Board with the financial information they needed in a format they could readily interpret, as requested and in conjunction with the regular FAC statements. **The FAC Chair planned to take the Board’s feedback on the statement to the FAC for follow-up.**

Addition of a 10th Board rep. and Officer Elections: TW recounted how when EG joined the Board she and the Board were under the assumption that EG was serving a 2-year term, and she volunteered to Co-Chair the Nominations Committee (NC). Then, while EG acted as a Co-chair of the NC it was discovered that a mistake had been made regarding her term; she had filled the seat of a representative, who actually only had one year remaining on their term. Due to a generally accepted practice at the Co-op of not permitting NC members to run in current Board elections, she was then unable to run for re-election. TW explained that, therefore, the consideration of EG’s appointment as a tenth Board representative arose; the Co-op by-laws allow up to eleven Board representatives. The Board appointed EG as a tenth Board rep. for the period of one year.

Officer Elections: Noting that a number of representatives will leave the Board in a year due to term limits, the Board discussed how to best ensure continuity. Some suggestions included setting in place a president elect for mentoring or expanding the Board by another appointed seat, so a former Board officer can continue on the Board in an advisory capacity.

MH shared his intention to end his involvement with the new Silver Spring co-op effort if he assumed a Board officer position. He stated that he was in the process of handing over the leadership of the new Silver Spring co-op effort.

DR nominated TW for Board President; KF seconded. EG nominated MH for Board President and NG seconded. DR called a vote for the office of the Board President and NG seconded. Votes in favor of TW as Board President: KF, DR, RH, KY, ET, TW; Votes in favor of MH as Board President: EG, NG, MH.

EG nominated DR and MH for Board Vice President. KY nominated EG for Board Vice President. Noting that she had just been appointed to the Board, EG declined the role. Votes in favor of MH as Board Vice President: NG and MH; Votes in favor of DR as Board Vice President: EG, KY, RH, ET, KF, TW, and DR.

RH nominated ET for Board Secretary and DR seconded; and all present Board reps. voted in favor. KF nominated MH for Board Treasurer and DR seconded. Votes in favor: KF, DR, EG, ET, TW, MH, NG, RH; KY abstained.

Confidentiality Agreements and Conflict of Interest Disclosures: TW highlighted the importance of Board confidentiality and gave the example of the member's request in open forum as an occasion where Board and operations would clearly need to be in coordination. Board reps. emphasized the importance of speaking with one voice.

Board reps. made the following conflict of interest disclosures: KF stated that he owns common stock in Safeway and Whole foods. ET stated that she hosts a food buying club. ET and DR stated that they are working with a group that is attempting to bring a credit union to the Co-op. DR also stated that his daughter is starting to do farming work. MH stated that he is involved in community discussions (two occasions) with a different, new co-op and is the webmaster for their Facebook page.

Board consultant Options: DR reported on his conversations with Esteban Kelly of AORTA and Thane Joyal of CDS. TW shared that CBLD confirmed that they could not offer the Co-op a more local consultant, but recognizing the distance of their meetings, proposed to subsidize the Co-op's CDS expenses. TW remarked that CBLD wants to support the Co-op right now; being involved in the national co-op movement, they are concerned when a co-op store closes. AG contrasted the different structures of AORTA and CBLD. TW noted that Mr. Kelly was very helpful in the past, MAFCA is excellent for Board development, and that representatives should

access CBLD. Board reps. also raised the usefulness of AORTA's diversity training. The Board decided to pursue a plan for joint consultation.

Facilitator: TW provided background on the proposal for CT to participate in facilitating Board meetings and explained that CT can give feedback on better ways to run the meeting and how to allow minority opinions to be heard. CT described structuring a facilitator/Board relationship, where she can share tools for practice and the Board can have learning meetings. **The Board planned to review the employment of CT's facilitation services in a future closed session.**

Board Orientation issues: TW described the goal to create more safe discussions with the GM, where there is no expectation for action items. The Co-op offered reps. a Board email address.

Board Calendar: The Board reviewed the submitted Board calendar and noted that the next Board meeting will be held on **January 26, 2013 at 5pm.**

Meeting adjourned at 9:30pm

Term 2014:

<u>Rep.</u>	<u>Dec.</u>
Firestone	*
Gabrielson	*
Graves	*
Hardwick	*
Hersh	*
Rodgers	
Robinson	*
Townsend	*
Whorton	*
Yanes	*