

TPSS Board of Representatives Meeting

Date: July 28, 2013

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

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

Others Present: Abdi Guled (AG)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board approved the May 27, 2013 minutes by consensus.
- The Board approved the June 23, 2013 minutes as amended; ET moved, DR seconded, and approved by consensus. Referencing meeting absence, SD and EG abstained.
- The Board agreed to modify the evening's agenda and cover the Board budget when operational issues are addressed.
- The Board requested that the Finance Manger forward the Co-op's financial reports (the ones which are also sent to the Finance and Accounting Committee) to the Board as they are updated; TW moved, ET seconded, and approved by consensus.
- The GM agreed to provide the Board with an updated combined operational budget by the August 2013 Board meeting.

Board Education: TW referenced the article "*Field Guide to Board Discipline*" by Thane Joyal and spoke about how the author highlighted a board's code of conduct as part of best practices. She summarized the point that board reps. are expected to be good stewards, not loyal to personalities. She also suggested that the Co-op's code of conduct might include a piece re: ethics, because the Co-op's ethics policy is not formally a part of its policies. She observed the article's recommendation to include the act of removing of a board rep.in policy; currently, it is included in the Co-op's by-laws. One rep. emphasized that the intent of the Co-op's by-laws is to provide member guidance to the Board; and thus, under a by-law review, internal board procedures should be moved to policy.

The Board considered adding Board rep. removal to policy so that the Board has clear guidance. They then discussed the broader topic of policy review dates, regular monitoring of Board policies, and the need for a Board calendar. **Board reps. planned for the Executive Committee to begin to craft a Board calendar, which also entailed administrative Co-op tasks as related to Board governance. ET agreed to propose to the Board a new G.6, which included both a code of conduct and a code of ethics.**

Open Member Forum: The TW reminded Board reps. of the purpose of open member forum: that there cannot be any discussion about personnel issues as those are highly confidential.

Report from FAC: DR shared that the Finance and Audit Committee (FAC) is currently pursuing an end of the year report that compares this year's financial numbers to the previous year's. He reported that the Profit and Loss Statement for the Silver Spring (SS) store reflects a \$38K profit for the month of June 2013. The GM confirmed that both sales and COGS are currently up at the SS store, but the limit on new hires has positively affected profits. DR noted that the SS store showed sales and COGS to be down between May 2013 and June 2013 and identified that the SS store is selling down its inventory. The GM explained that it is imperative to review the month of June after the invoices come in; he also talked about how Co-op staff are gaining greater control of ordering to reduce the amount of time that products wait to go to the floor. TW identified inventory controls as an enhanced procedural change.

DR reported that the Takoma Park store profit statement showed a profitable last quarter; the GM confirmed that the second quarter tends to be strong from year to year for the Co-op.

DR relayed that one FAC member suggested that the Co-op have only one Quickbooks data files with multiple classes. Finally, DR confirmed that the FAC will attend the September Board meeting and give a presentation to the Board.

GM Report-Operational Budget-Expansion Feasibility Report: The Board reviewed the draft operational budget. There was discussion re: why the Co-op appears to have over-budgeted wages in the previous year's budget; the GM described that staff had left positions and not been immediately replaced. The Board observed that the Co-op's taxes were previously budgeted as zero due to a credit and noted that the status of this credit for the upcoming year is unknown. The Board weighed whether they preferred subcategory or general category listings in the visual presentation of the chart of accounts. **The GM agreed to supply the Board with a newly updated operational budget by the next Board meeting.**

In re: to the GM report, the GM noted recent financial improvement at the SS store. He also reminded reps. to bring operations questions that involve staff directly to him. Finally, he updated the Board on the status of the generator installation at the TP store and confirmed receipt of the feasibility study.

Report from Expansion Committee: KF reported that the Expansion Committee (EC) will fully review the feasibility study, meet with CW Architects, and make a report to the Board. He summarized that the study evaluated three scenarios for Co-op expansion: expanding to the east or the west, or relocating to a new location. DR noted that the City of TP is starting its deliberations and KF relayed that Roz Grigsby emailed him to discuss the Co-op's intentions. He shared his plan to meet with Ms. Grigsby in the following week. Board reps. noted that the City Council already met and discussed preferences for the lot.

KF also mentioned that there may be an opportunity for a walkable location in D.C., one where the Co-op could sell beer and wine. The Board touched on what group might move into the Turner building if the Co-op exited. AG conveyed that he asked CW Architects about the options for building a second floor on the Turner building.

DR and KY disclosed their potential interest in purchasing a nearby food/restaurant establishment and agreed to complete a conflict of interest form. They also relayed that they understand that the Co-op has first rights to the property.

Report from Nominations Committee: EG stated that the next Nominations Committee will be held on July 30, 2013. She updated the Board on her research of the by-laws to learn if there were probations against electronic voting: the by-laws only stipulate written ballot, not paper ballot. So she believed “Survey Monkey” could be used for Co-op elections; other reps. interpreted the term “written” in the by-laws to mean not verbal. EG explained that Survey Monkey is free for only a certain number of users; she planned to look further into costs.

Board OTBA Relationship: TW reported that several reps. met with representatives from the OTBA. She conveyed that the OTBA is seeking more Co-op involvement in community events that they plan in the Takoma Junction and with other Takoma Park businesses. She shared that the OTBA throughout the year asks the Co-op for small amounts of support for individual events; but they feel it would make more sense to make a global ask for the entire yearly amount, while also laying out the anticipated benefits of participating. Furthermore, she noted, they would like to re-frame the perception that to the Co-op’s investing in community events for the OTBA is looking to the Co-op for support for the Takoma Park Street Festival.

TW also clarified a point of issue—previously unknown to the Board--regarding the former loan renewal offer: a condition was placed on the loan requiring the OTBA reps. to personally guarantee the loan. This was not a condition ever requested by the Board, is highly unusual, and was the main reason the OTBA declined the loan, she observed.

TW reflected that the OTBA would benefit from having a dedicated Co-op staff person as a point of contact. The GM spoke of his good relationship with the reps. at the OTBA and noted the ways that the two organizations’ missions can differ at times. He planned to contact them and set up a meeting.

Policies Revision: SD shared that TW, DR, and he had met to again review the M’s and L’s policy revisions. He presented the draft M and L policies, which included the previous Board updates and SD, TW, and DR’s more recent updates. They relayed that they discussed the usefulness of having the Board review any survey instruments being used to survey members or shoppers, so the Board could stay informed of what types of issues are being surveyed.. The Board discussed how the requirement for the executive succession staff to attend a Board meeting was removed.

TW said she thought that the expenditures for the Membership meeting should be moved from the Board budget into the operational budget. She noted that operations orders the items for the Membership meetings (food, chairs, tables, etc.) and does the postcard mailings; so it seems to make more sense for operations to handle the budgeting for the meetings. The Board further discussed which budget (Board or operational) this item belonged in. One rep. suggested that the Board can continue to give operations a top limit dollar amount to plan the meetings with. SD gave some the background on why the Membership meetings are in the Board Budget and talked about changing the frequency of the Membership meetings. The Board acknowledged that they are currently over budget due to the audit and due to higher spending on Board education. **DR planned to send the Board budget to the Board prior to the August 2013 Board meeting.**

Future agenda items:

Operational Budget

Board Budget

9:15pm meeting adjourned

Term 2013:

<u>Rep.:</u>	<u>Dec.</u>	<u>Jan.</u>	<u>Feb.</u>	<u>Mar.</u>	<u>Apr.</u>	<u>May</u>	<u>Jun</u>	<u>Jul</u>
Dubb	*	*	*	*	*	*		*
Firestone	*	*	*	*	*	*	*	*
Gabrielson	*	*		*	*	*		*
Hersh		*	*	*		*	*	*
Robinson	*	*			*	*	*	*
Rodgers	*	*	*	*	*	*	*	*
Townsend	*		*	*	*	*	*	*
Whorton	*	*	*	*	*	*	*	*
Yanes	*	*	*	*	*	*	*	*