

TPSS Board of Representatives Meeting

Date: August 24, 2014

Time and Place: 5:00pm, TPSS Community Room

Present: Tanya Whorton (TW), Rachel Hardwick (RH), Matt Hersh (MH), Robert Anderson (RA), David Zuckerman (DZ), Emily Townsend (ET) via telephone

Others present: Abdi Guled (AG), Marilyn Berger (MB), Navneet Rangra (NR),

Absent: Bill Rogers (BR)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Open Session July 27, 2014 Board minutes were approved as amended; DZ motioned and approved by consensus.
- The Co-op will be replacing the boycott summary statement on the Co-op's website with the stated reason for the Eden Foods boycott as given within its petition and also be using these exact same statements on the election ballot; TW motioned and passed by consensus.
- The Board accepted the GM Monitoring Report for policy L5 as submitted for the August '14 Board meeting; TW motioned and approved by consensus.
- The Board accepted the GM Ends and Indicators Report as revised and submitted for the August '14 Board meeting; TW motioned and approved by consensus.
- The Board adopted the changes to G10 as submitted in the August 24, 2014 Board packet; DZ motioned and approved by consensus. However, on September 25, 2014 by email vote, the Board approved a further modified version of policy G10 as included within the email. (APPENDIX A)

Open Member Forum: No comments were given in the meeting.

Eden Foods Boycott update: DZ recounted the decisions re: the structure of the Eden Foods boycott, on which the Board voted on Aug. 5, 2014. He shared that the boycott election will be held concurrently with the 2014 TPSS Co-op Board election (Oct.8-Nov. 8 '14) and that while voting for Board candidates can occur both electronically and by paper ballot, any vote on the boycott must occur via a paper ballot and be delivered in person by the member-owner who casts the ballot.

The Board reviewed other procedural aspects of the boycott election. TW advised that the Co-op should not summarize any member's views on the boycott and should post any submitted member briefs on the Co-op's website as written. TW also relayed that the exact wording of the reason for the boycott as given in the petition should be used on the Co-op's website and election ballot. MB read aloud the statements in in the petition proposal. **The Nominations Committee agreed to provide the Board with proposed language, which describes the terms and effects and enumerates specific products, for the boycott portion of the ballot. The Board planned to circulate and review a draft of the Co-op's notification letter to Eden Foods, Inc.**

DZ confirmed that the Ad-Hoc Boycott Policy Committee reviewed the Co-op's current boycott policy and has recommendations on the procedures; however, he and the Board planned to revisit the policy after the 2014 election occurs. ET talked about the Board's becoming familiar with the decision making method of "sociocracy," and noted it as a future item for Board education.

Finance Report: NR explained that within the summer months, Co-op shopping tends to decline and reported that sales were down in July as compared to the month of June. He also noted how increased expenses, such as, marketing and outreach, occupancy, administration, and personnel costs—specifically from three payrolls—brought the Co-op's net income down in comparison to previous months. He shared that the Co-op will send the last SS store rent check in September and then close the SS store account. MH inquired about the remaining funds on SS balance sheet; **he and the Board asked management to give the Board a recommendation on how the SS store (money owed) amount of the due to due from should be applied to the Co-op.**

In response to RA's question about a discrepancy in the wages for the month of July, NR explained how the auditors give him certain entries, which require adjusting entries and reverse entries to be inputted; thus, the accruals fluctuated in July because of the reverse entries. **NR planned to send the Board the auditor's email re: the adjusting entries that affected the Co-op's July 2014's financials.**

DZ reminded the Board that he and ET had provided suggestions for modified indicators for the financial statements and emphasized the goal of the Board's receiving a balance sheet that captures a comparative snapshot of the Co-op's financial performance for over the past decade. **DZ asked management and the Board for feedback on the suggestions he and ET drafted re: a new financial reporting for the Board, prior to forwarding it to the consultant, Thane Joyal.**

GM Report and Ends Report: AG confirmed that he just hired a new grocery manager; he also shared that he will be attending the Sept.13-18 NCGA event. AG also relayed that the new parking lot designations will begin to be enforced on Sept. 1, 2014. The Board noted that the survey group estimated the final report for the staff survey to be available on the last day of this current Board's term. In order to maximize the survey's value, the Board asked management to try--as best it can--to obtain the survey results sooner, mid- November. **The GM noted that wording within policy L5 needs to be changed to "The general manager shall seek to ensure that projected budgeted expenses do not exceed projected income levels." The Board approved the GM's submitted L-5 monitoring report.**

Ends and Indicators Report: In response to an inquiry, AG explained that the Co-op now has enacted measures to have calls answered within four rings: the phones ring throughout the building; staff receive on-going training on responding to calls, and the Co-op phones have a procedure label. The Board, then, accepted the submitted Ends and Indicators Report.

Policy review: The Board adopted the changes suggested in the May 2014 Board meeting to policy G10. The Board discussed policy G7 and the wording around Board committees' ability to speak for the Board albeit for limited purposes. In reviewing policy G8, the Board touched on things Board reps. could be doing to interact with members more. TW noted that a guideline on Board expenses could fall under policy G8. **DZ planned to send that Board suggested changes for policies G7 and G8.**

Fall Member-owners meeting, Oct. 19, '14: TW shared the “Notes, Reflections, and Recommendations” that the facilitating group, Claire Taylor and Brittany Gates, composed after facilitating the last Member-owners meeting. The Board reviewed the following ideas: minimizing the flow of people during the meeting; ensuring that only members and people in their membership groups (families) attend; sharing a more robust pre-written financial report; having the auditors, also, present findings during the finance portion; seating all representatives up front; and obtaining a security presence.

Elections/Nominations Committee: RH reported that the Committee had the Co-op’s website updated with recent materials for the election and encouraged Board reps. to review it. TW recounted how the Elections/Nominations Committee (ENC) also had its own wiki with a list of articles to read and noted that that information could be converted into orientation materials. **RH agreed to communicate with all the suggested contacts for candidates for the Board.** ET asked the Board to consider having the ENC assume the task of training new Board reps. The Board brainstormed ideas on increasing Board reps. accountability in being informed on Board materials and issues.

Meeting adjourned: 8:55pm

Future agenda items:

Board Education: Sociocracy

BOARD ATTENDANCE TALLY:

Term 2014:

| <u>Rep.</u> | <u>Dec.</u> | <u>Jan.</u> | <u>Feb.</u> | <u>Mar.</u> | <u>Apr.</u> | <u>May</u> | <u>June</u> | <u>July</u> | <u>Aug</u> |
|-------------|-------------|-------------|-------------|--------------|-------------|------------|-------------|-------------|------------|
| Anderson | (new 3/14) | | | * | * | * | * | | * |
| Firestone | * | * | * | Resigned | | | | | |
| Gabrielson | * | * | * | Resigned | | | | | |
| Graves | * | * | * | * Ineligible | | | | | |
| Hardwick | * | * | * | * | * | * | * | * | * |
| Hersh | * | * | * | * | * | * | * | * | * |
| Rodgers | | * | * | * | * | * | * | * | |
| Robinson | * | * | Resigned | | | | | | |
| Townsend | * | * | * | * | * | * | * | * | * |
| Whorton | * | * | * | * | * | * | * | * | * |
| Yanes | * | * | * | | * Resigned | | | | |
| Zuckerman | (new 3/14) | | | * | * | * | * | * | * |

APPENDIX A:

Policy Type: Governance Process
Policy Title: G10 – Personnel Committee
Adopted: March 2011
Last Revised: [September 2014](#)

The TPSS Personnel Committee shall consist of the President and two other non-staff Board members, as selected by the Board. Because of the confidential nature of the Committee’s work, Committee meetings are closed, including to Board representatives who are not appointed to the Committee by the Board. This provision supersedes Policy G.7.1.4. The role of the Personnel Committee shall be as follows:

G10.1 The Personnel Committee shall ensure that all Board representatives are in possession of the latest version of the TPSS Employee Handbook, so that Board representatives have full knowledge of existing Personnel policies.

G10.2 The Personnel Committee shall conduct an annual performance review of the General Manager of TPSS Co-op and issue a job performance review letter, which shall be reviewed and approved by the entire Board in executive session. In the event of a new hire, a probationary review will also be conducted no earlier than 90 days and no later than 180 days from date of hire.

Said review will summarize the directives stemming from the monitoring reports on ends and limitation policies, through which, under Policy Governance, the TPSS Board monitors GM performance. That said, not all variations from “compliance” on monitoring reports are of equal importance. One key objective of the annual evaluation is to assess which areas of “noncompliance” are priority areas for improvement, what are priority areas of “compliance” where good performance should be maintained and built upon, and what areas (of either “compliance” or “non-compliance”) are of less immediate importance to the Board. Said review will include making a recommendation to the Board regarding compensation and benefits.

G10.3 Upon the request of the General Manager, the Personnel Committee serves as a confidential “sounding Board” for the GM if difficult personnel issues arise.

G10.4 In the event that the Board places any contractual limits on GM authority, the Personnel Committee shall oversee the enforcement of said restriction(s).

G10.5 The Personnel Committee shall have the authority to take appropriate action on behalf of the Board on the matters designated in this Policy between Board meetings but shall inform the Board of any said decisions at the following Board meeting (in executive session, if appropriate).

G10.6 The Board may delegate other responsibilities to the Committee as appropriate.