

TPSS Board of Representatives Meeting

Date: July 27, 2014

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

Present: Tanya Whorton (TW), Rachel Hardwick (RH), Emily Townsend (ET), Matt Hersh (MH), David Zuckerman (DZ), Bill Rodgers (BR)

Absent: Robert Anderson (RA)

Others present: Abdi Guled (AG), Marilyn Berger (MB), Navneet Rangra (NR), Greg Czech (GC), Adam Tenga (AT), Tilhaun Berhe (TB), Michael Karpman (MK), Susan Wood (SW), Steve Russell (SR), Mark Gorman (MG)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board accepted the TPSS Co-op operational budget for FY 2014-2015; DZ motioned and approved by consensus.
- The Board approved the May 2014 Open session minutes; ET motioned and approved by consensus.
- The Board approved the May 2014 Closed session minutes; TW motioned and approved by consensus.
- The Board approved the date of October 19, 2014 for the fall Member-Owners meeting; MH motioned and approved by consensus.
- By the end of August 4th 2014, through electronic mail, Board reps. voted unanimously in favor of the Co-op's having a full audit rather than a review for the fiscal year 2013-2014.
- By the end of August 5th 2014, through electronic mail, and by majority vote (ET, TW, RH, RA, MH, BR), the Co-op Board voted in favor of the following: The 2014 Board election shall be held October 8 - November 8 2014. The boycott election will be held concurrently. Voting for Board representatives may be done electronically or by paper ballot, however the boycott ballot must be a paper ballot delivered in person by the member-owner who casts the ballot.

Agenda Review: RH noted that the order of the meeting's topics would likely deviate from the agenda; for, the availability of the interested contributors would affect the flow of the items.

Open Member Forum: The Co-op received paperwork for a Boycott Petition for Eden Food submitted by MK, MG, and SW, 60 days prior to a Co-op election. MK and several Co-op managers/staff discussed communication issues and misunderstandings that arose while MK was attempting to complete the petition. The Board attributed some of the conflict to a lack of specific direction within the Co-op's current boycott policy and also noted that processing boycott petitions has not been a regular or routine task at the Co-op. **The Board planned to create an ad-hoc committee to clarify the entire boycott submittal process and specifically give more direction on certain steps: the posting, physical location and limitations for signature collection, and submittal to staff. The Board agreed to reply to SW, MK, and MG if they e-mailed board@tpss.coop re: how to enter a statement of support on the**

boycott petition. Furthermore, the Co-op agreed to follow up on the issue of MK's Co-op membership, which he reported as revoked. SR gave the feedback that as a member, he hopes that the Co-op, unlike a chain store, remains a place where its customers/members can have a degree of political discourse.

Finance Report and Acceptance of Budget: NR reported that the Co-op's numbers for June 2014 were positive and strong. DZ shared an example of a CDS generated 10-year trend balance sheet and income statement that displayed several of the co-op's financial outcomes for the course of a decade. He explained that Thane Joyal and he discussed the Co-op's producing a similar financial statement that includes the Co-op's audited real numbers for the last decade. NR noted the importance of keeping the profit and loss and net income on the finance statements. **The Board planned to determine what key data points they wished to receive in the financial statements.**

NR advocated that the Co-op not do a full audit but a review in the next year. He touched on the issue of cost, how the Co-op's profit will be affected in September and months after, and how a full audit occurred this past June. Board reps. recounted that they had wanted a full audit to support the Co-op in qualifying for any necessary financing for the expansion.

TW said that for the first audit [2011-2012) the auditors provided a partially qualified opinion she believes, because it started after the end of the fiscal year so too late for auditor to attend inventories]. So 2012-2013 was first audit that included inventory audits as part of it. The Board noted that the initial contract with McGladrey was for two years; there was no signed agreement in place for year 3 as of yet. **Management agreed to follow up on negotiating with McGladrey and to obtain quotes on the costs and timelines of both the options of an audit and a review for the Co-op's next FY. The Board planned to hold an email vote re: the choices once the quotes are acquired.**

Budget: The Board observed that contributions and outreach costs decrease in the submitted budget. MB talked about how beyond just giving donations, the Co-op is paying greater attention to how it provides outreach in the community and is increasing its community participation. The Board accepted the budget.

GM Report: AG reported that one of the Co-op's buyers attended the NCGA Convergence Conference in July. He confirmed that the Co-op is continuing to make headway in streamlining its database and that the Co-op consultant has gained a greater understanding of the issue through contacts at CCMA and the Common Market. AG reported that the Co-op's Employee Handbook is now in the final stages of revision and will be sent to the attorney for review. ET asked whether the increase in margins reported as a percentage in the GM report referred to the percent that the total gross margin had increased or were the before and after margins reported as percentages. **AG planned to clarify this point to the Board via e-mail.**

AG shared that the Co-op is devoting time to training its cashiers on more Co-op objectives, such as educating customers on the value of membership. **Management agreed to supply the Board**

with information about why people ask for a refund on their membership. AG shared that the Co-op believes the City will start enforcing the new parking laws for the City lot very soon; he confirmed that the Co-op will put up a sign.

Cooperative Board Leadership 101: DZ reported on the CDS CBL101 training he recently attended in Vermont. He commented that he believed all Board reps. should be expected to attend a CBL101 training and take advantage of the CDS courses and noted November 1, 2014 as the date for the upcoming CDS Cooperative Café event.

Fall Member-owners meeting: RH reported that she and several Boards reps. met re: the Fall Member-owners meeting and recommended that it be scheduled for Oct. 19, 2014. The Board voted to accept this recommendation. She also shared that August 12th will be the next Membership and Nominations Committee meeting; it will be a joint committee meeting, where the nominations portion begins at 6pm and the membership portion begins at 7pm. TW suggested that the report that the facilitator, Claire Taylor, completed for the last, June, Member-Owners meeting be on the agenda of the next Membership meeting.

Elections/Nominations Committee: Board reps. discussed their level of interest in continuing on the Board and contacts who might be potential candidates. They also discussed the two objectives of gaining a larger number of Board reps. and/or recruiting candidates with the appropriate skills and background.

The Board held an Executive Session meeting after the close of the Open Session meeting.

9:30pm meeting adjourned

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>
Anderson	(new 3/14)			*	*	*	*	
Firestone	*	*	*	Resigned				
Gabrielson	*	*	*		Resigned			
Graves	*	*	*	*	Ineligible			
Hardwick	*	*	*	*	*	*	*	*
Hersh	*	*	*	*	*	*	*	*
Rodgers		*	*	*	*	*	*	*
Robinson	*	*	Resigned					
Townsend	*	*	*	*	*	*	*	*
Whorton	*	*	*	*	*	*	*	*
Yanes	*	*	*		*	Resigned		
Zuckerman	(new 3/14)			*	*	*	*	*