

# TPSS Board of Representatives Meeting

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Date: May 18, 2014

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

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

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

Minutes submitted by: Solveig Mortensen (SM)

## RESOLUTIONS:

- The April 27, 2014 Open Session minutes were approved as amended by consensus.
- The final review of Policies G6 and G10 was tabled until the July 2014 Board meeting.
- The Board accepted the “Code Of Ethics Acknowledgement and Conflict of Interest Disclosure Form Members of the TPSS Co-op (the Co-op) Board of Representatives” as amended to be a new disclosure form that all Board reps. must sign. APPENDIX A.

**GM report:** AG relayed that a good number of local businesses signed up for the recently launched *TPSS Co-op Business Partner Program*. Board reps. expressed their interest in the endeavor and in regards to the marketing aspect of the program, gave the following suggestions: indicate that this is the Co-op’s program; on the Co-op’s website and in general, clearly explain how members can use the accompanying card; when distributing the cards, give members a well-designed list of the participating businesses.

Addressing a bill received from the Co-op’s auditor in April 2014 with expenses identified as “additional services,” **the Finance Manager planned to ask McGladrey for a line by line invoice of the fees for these services. The Finance Manager also planned to send a draft operational budget to the Board.**

AG shared that with the exception of the wellness and produce departments, there will be a full store reset within the following week. He also stated that the Co-op is still conferring with the Common Market and other co-ops for recommendations on resolving multiple member databases. **AG agreed to provide the Board with a target date for having the database of Co-op members streamlined.**

**Board/Governance Budget:** The Board compared its budget from the last year to previous years and determined the largest increase to result from the expense of the auditor. One Board rep. observed that the Member-owners meetings continues to be included in the Board budget. The Board touched on the Membership Committee’s role in planning the meeting versus operations’ innate role in coordinating it, due to how the meeting entails many attendees, food, and activities.

The Finance Manager reported that even with the accrual days calculated into the accounting the Co-op made a profit in the month of March 2014 and that April 2014 also showed a good number with and without the inclusion of the accrued days. NR stated that the Co-op will be

doing the accounting with the accrual method until ADP begins doing it automatically. In answer to one Board reps. question re: why the April 2014 sales were not as strong as the March 2014's, the GM talked about all the promotional store events that occurred in March.

**Open Member Forum:** AG explained that the City designated two parking spaces in the lot next to the Co-op as “reserved all day for vendors.” ET shared feedback from several members: on Sundays, the Co-op is often out of stock of a number of products; the Co-op could offer more local produce; in the expanded store, the co-op might carry bulk shampoo and baking soda and have wider aisles, solar panels, wifi, big trees, and a credit union. DZ passed on a member’s suggestion for the presence of a *meat* CSA, North Mountain Pastures, at the Co-op and relayed that the group will request only outdoor space. The Board acknowledged how some grocery stores allow CSAs store space and gave feedback about having more meat products available at the Co-op. The GM noted that the Co-op is currently making efforts to increase more local meat.

**GM Monitoring:** In discussing the monitoring of policies L-1 and L-9, the GM confirmed that the Co-op sponsored series of lectures started well and that the programs introduced by the Co-op’s Marketing Manager have been cost effective and worthwhile.

**Board Monitoring:** In reviewing Policy G6, Directors Code of Conduct, the Board planned to consult Thane Joyal (TJ), the Co-op’s CDS consultant, for her interpretation and understanding of G6.2.3. The Board agreed to revise the wording in policy G10, so the last line of G10.2 states: “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.”

**Proposed New Confidentiality Forms:** TW summarized how in the May 8<sup>th</sup> meeting with Bill Gessner, Mr. Gessner stressed the importance of confidentiality and staying vigilant about confidential materials. She also shared TJ’s direction for executive sessions to be Board only, for the Board to document just the attendance, date, and outcome in executive sessions (giving management the outcome as needed) and to stop printing executive and closed session minutes.

**Confidentiality Form:** The Board reviewed the draft “Code Of Ethics Acknowledgement and Conflict of Interest Disclosure Form Members of the TPSS Co-op (the Co-op) Board of Representatives.” In determining whether candidates for the Board will also need to sign this form, the Board decided that it should be included in the nominations packet to inform new candidates of the Co-op’s expectations for disclosure. **Board reps. planned to sign the form at the Board retreat and review any disclosures at the July 2014 Board meeting.**

**Membership Committee Update & Member-owners meeting:** ET shared that she is the acting Chair of the Membership Committee. She confirmed that the Member-owners meeting will occur at the Historic Takoma building on June 1 at 1pm and that there will be music and food. The Board reviewed how the main agenda item will be the expansion and that there will be a question and answer session for members. The Board also discussed how members may like to receive a schedule of meetings re: aspects of the expansion that are open for their participation.

**Board Resignations and Recruiting:** TW noted how a good number of Board reps. have left the Board recently and stated that the Nominations Committee spear-heads recruiting, but that Board reps. are also asked to recruit good Board candidates. The Board noted how it is important to find people who have previously been on a board or committee. The Board also discussed how there would be an issue with the number of representatives if another Board rep. left now and that six seats will need to be filled in the next election.

**Proposed Board Training Retreat Agenda:** The Board discussed various items for the retreat's agenda.

Meeting adjourned: 8:45pm

**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>
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**

**Code of Ethics Acknowledgement and Conflict of Interest Disclosure Form  
Members of the TPSS Co-op (the Co-op) Board of Representatives**

Please answer the following questions to the best of your knowledge and provide explanations as necessary. A glossary of key terms is attached for your reference.

Note: Each **annual** cycle represents a new disclosure period; therefore, even if you disclosed a specific activity in a previous period, if it still applies, you should disclose that activity again in the current form.

A. **Direct Business Relationships with the Co-op:**

Do you or a family member have or seek to have a direct business relationship with the Co-op?

\_\_\_\_\_ No

\_\_\_\_\_ Yes (Provide explanation in designated space below.)

B. **Indirect Business Relationships with the Co-op:**

Do you or a family member have any of the following relationships?:

- a. Serve as a board member or otherwise volunteer for an organization that does business, or seeks to do business, with the Co-op?
- b. Work as an employee or consultant for an organization that does business, or seeks to do business with the Co-op?
- c. Have a material financial or ownership interest in an organization that does business, or seeks to do business, with the Co-op?

*Note: If you need help answering this question, the GM can provide you with a list of the Co-op's key providers and vendors. Because the GM's list may not be all-inclusive, if you are aware of another organization, either for-profit or non-profit, for which this question applies, please provide that information as well.*

\_\_\_\_\_ No

\_\_\_\_\_ Yes (Provide explanation in designated space below.)

**C. Opposing/Competing Relationships with the Co-op:**

Do you have a relationship with an organization that competes with, or has an otherwise adverse relationship, with the Co-op?

*Examples would be if you serve as a board member, volunteer or work for, or have a material financial or ownership interest in an organization whose public policy positions generally are at odds with those of the Co-op, as well as organizations that potentially compete with the Co-op.*

\_\_\_\_\_ No

\_\_\_\_\_ Yes (Provide explanation in designated space below.)

**D. “Dual Loyalties” Relationships:**

Do you have a relationship with an organization that is similar to the Co-op?

*Examples would be if you serve as a board member, volunteer or work for, or have a material financial or ownership interest in an organization that has a similar mission to the Co-op or serves similar consumers.*

\_\_\_\_\_ No

\_\_\_\_\_ Yes (Provide explanation in designated space below.)

**E. Interpersonal Relationships:**

Do you have any family or business relationship(s) with any other Co-op board member employee (current employee or anticipated new hire)?

\_\_\_\_\_ No

\_\_\_\_\_ Yes (Provide explanation in designated space below.)

**F. Other:**

Are you involved in any other activities, interests, or relationships that are not covered in the above questions that could be perceived as a conflict of interest with the Co-op?

*When determining if something should be disclosed, keep in mind situations that could impact the Co-op's reputation. Ask yourself: How would you feel if it were on the front page of the newspaper? How would it be perceived by an outsider?*

\_\_\_\_\_ None

\_\_\_\_\_ Yes (Provide explanation in designated space below.)

***Explanations:***

If you answered "Yes" to any of the questions above, please provide an explanation here to sufficiently describe the situation.

**I certify that I have read, I understand, and I agree to comply with the Code of Ethics for Members of the TPSS Board of Representatives. I also certify that the above information is complete and accurate to the best of my knowledge**

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Code of Ethics Acknowledgement and  
Conflict of Interest Disclosure Form  
Glossary**

**Direct Business Relationship:** *Includes contracts for the performance of services, e.g., consulting services, or contracts of sale, lease, and license as well as loans, grants or other financial assistance.*

**Family Member:** *A family member is defined as your spouse or domestic partner; parents; grandparents; great-grandparents; siblings; children; grandchildren; great-grandchildren; and spouses of siblings, children, grandchildren, and great-grandchildren. (This includes step-family members), or someone with whom you have a significant relationship.*

**Material Financial or Ownership Interest:** *ownership or investment interest (representing more than 1%) in a business entity that does or seeks to do business with the Co-op.*

**Mitigation Plan:** *are actions that outline your responsibilities so that your conflict of interest, real or perceived, does not impact your ability to make objective business decisions or negatively impact the Co-op.*

**Significant Relationship:** *family who are your and/or your spouse's/domestic partner's parents, siblings & their spouses and/or domestic partners and children (natural, adopted or foster) and those with whom there is a professional, economic, dependent, romantic or close personal relationship.*