

TPSS Board of Representatives Meeting

Date: November 23, 2014

Time and Place: 6:00pm, TPSS Community Room

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

Absent: Matt Hersh (MH)

Others present: Marilyn Berger (MB), Paul Richards (PR), Adam Frank (AF), Susanne Lowen (SL), and LuLu Fulda (LF)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board revised the evening's agenda: CBLD renewal after the GM report and policy review after CDS and Park Slope Co-op reporting.
- The Board approved the October 26, 2014 minutes as submitted; TW moved, BR seconded, and approved by consensus.
- The Nominations Committee presented the outcome of TPSS Co-op's 2014 Election and the Board certified the results.

Open Member Session: The Board clarified that although a good number of members voted for a boycott of Eden Foods Inc., the Boycott Policy requires three hundred favorable votes to enact a boycott. The election results have been posted online and in the store.

GM Report: MB shared that the Finance Manager has returned from traveling; the Board will resume receiving financial statements. The Board congratulated management on the results of the staff satisfaction survey and noted one of the areas that staff expressed greater satisfaction with as the HR department.

Management and the Board discussed the logistical challenges involved with streamlining the database. **MB planned to give the Board an updated deadline for the streamlining task.** The group also discussed challenges with learning the reasons members request a refund on their membership; exiting members do not always complete the paperwork, which asks for feedback.

Cooperative Business Leadership Development renewal: The Board relayed the reasons for renewing the Co-op's membership with CBLD. They described the benefits: hours with a CBLD consultant—currently, Thane Joyal—a number of free trainings, and access to a library of materials on co-ops. RH will be attending a CDS training on January 10th; she invited other Board reps. to join and consider CBL 101 as well.

Certify 2014 Election results: The Nominations Committee presented the 2014 election results and the Board certified the election. The Board noted the usefulness of integrating in the GM's feedback on the Boycott Policy. They discussed means other than voting to enact a boycott, such as, using a circle forward method or café style conversations.

ET, DZ, and BR in consultation with the GM planned to suggest clarifications on the Boycott Policy to the Board in January.

Park Slope Co-op reporting: RH described Park Slope Co-op (PSC), which she visited.

November 1 Philadelphia, CDS training: DZ and ET shared themes and information from the Co-op Café CDS training.

Policy G4, G5, G7, and G8 Review: In reviewing policy G4, *Board Meetings*, the Board talked about the subtleties of the consensus process, such as, only standing aside in the case of a fundamental disagreement. The Board discussed consensus training as part of Board education. The Board agreed to revise G.4.3.1 to include the statement: “the Board will educate itself about the form of consensus it intends to use”. APPENDIX A

In reviewing policy G5, *Board Officer’s Roles*, the Board noted that G5.4 and G5.6.2 can both be suspended without changing the policy. Board reps. discussed stating guidelines for policy suspension within Board policy. **RA planned to suggest to the Board the best language and place within the policy register to include the Board’s ability to suspend policy.**

In reviewing policy G7, *Board Committee Process*, **TW planned to submit to the Board new language for the first two paragraphs and the Board accepted the remaining proposed edits as submitted by DZ.**

In reviewing policy G8, *Cost of Governance*, the Board accepted the proposed edits as previously submitted by DZ. APPENDIX B

The Board also revisited tabled policy G6 and believed it stood as it is.

Newsletter deadline: Tuesday Dec. 2nd

Meeting adjourned: 7:45pm

Next Meeting: December 14, 2014

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>	<u>Sep.</u>	<u>Oct.</u>	<u>Nov.</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: G4 – Board Meetings
Adopted: April 2004
Last Revised: November 2014

The primary method for the Board to accomplish its goals is through regularly scheduled, open meetings. Accordingly:

- G4.1. The Board will hold regularly scheduled meetings as often as is determined necessary by the Board. In no case shall this be less than 6 times per year.
 - G4.1.1 All meeting times, dates, and places shall be posted in advance. In addition, a proposed agenda shall also be posted.
- G4.2. Special meetings of the Board can be called at any time. A special meeting may be called by at least three current board representatives. All board representatives must be notified in advance of such a meeting, and all reasonable effort must be made to find a convenient time for all board representatives.
- G4.3. All decision-making by the Board will be done through the consensus process.
 - G.4.3.1 The Board will educate itself about the form of consensus it intends to use.
 - G.4.3.2 At least one half of the Board representatives must be present as a quorum for any decision making.
 - G.4.3.3 Consensus may be suspended with the approval of three quarters (3/4) of the Board voting. If consensus is suspended, a simple majority is needed for the issue being voted on to pass.
 - G.4.3.4 If a decision needs to be made between meetings, Board representatives may vote via mail, telephone or electronic means.
- G4.4. All board meetings shall be open to TPSS Co-op members.
 - G.4.4.1 The Board, on its own determination, may close a meeting, or portion of a meeting, if it determines that it requires confidential discussion of personnel, contract negotiations, or other specified matters involving real estate or the legal or financial integrity of the TPSS Co-op.

MONITORING: This policy will be monitored annually through the Board self-evaluation.

APPENDIX B:

Policy Type: Governance Process

Policy Title: G8 – Cost of Governance

Adopted: July 2002

Last Revised: [November 2014](#)

The Board will invest in capacity building to ensure effective governance, in order to avoid the costs associated with poor governance and lack of continuing education. Accordingly:

G8.1. Board skills and methods will be sufficient to assure effective and excellent governance.

G8.1.1 Training will be used to orient new representatives and board candidates, and continuous education is expected of current representatives to maintain and increase their skills.

G8.1.2 Outside monitoring assistance will be solicited as needed so the Board can exercise confident control over organizational performance. This assistance includes but is not limited to fiscal review.

G8.1.3 Outreach will occur as needed to link the Board to owner viewpoints and values.

G8.2 Costs will be prudently incurred, though without sacrificing effective board governance, and shall be monitored and recorded by the Board treasurer.

MONITORING: This policy will be monitored annually through the Board self-evaluation.