

# TPSS Board of Representatives Meeting

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Date: September 27, 2015

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

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

Absent: LuLu Fulda (LF)

Others present: Abdi Guled (AG), Yodit Gebremeskel (YG), Mark Phillips (via conference call)

Minutes submitted by: Solveig Mortensen (SM)

## RESOLUTIONS:

- The Board approved the August 13, 2015 Board meeting minutes as submitted; AF motioned and approved by consensus; referencing meeting absence, ET abstained
- The Board renewed the participation agreement with CBLD; approved by consensus.
- The Board tabled the approval/acceptance, resolution and/or discussion of the following subjects: the June 28 Member-Owners meeting minutes; the Monitoring Report for L-6, Asset Protection; the subject of the Audit and Finance Committee as full Board or separate committee; G7, Board Committee Principles, Boycott Policy revisions, and meeting compliance for Board committees.
- The Board approved Policy G8, Cost of Governance, as submitted; approved by consensus. (APPENDIX A)

**GM Report:** AG gave the update that the Co-op is proceeding with Interior Federal Credit Union and installing a deposit-taking ATM. AG reported on the recent NCG meeting in WA. Managers confirmed that NCG sends dividend reports on the Co-op's equity position with NCG.

AG shared that members and non-members have given feedback on the Co-op's produce; and, the changes in that department have been successful. AG reported that the Co-op will obtain the beer and wine license on Monday; and, the related construction for storage will proceed. AG also relayed that he receives a vendor update to ensure that local items travel under the 200 mile limit.

**L-6 Monitoring Report;** Asset Protection: The Board and management discussed how the Co-op's business account remains with a bank rather than a credit union due to the Co-op's needs for accessibility. RA shared that the Co-op's attorney, Phil Zipin (PZ) advised the Co-op to raise its general liability insurance now that the Co-op will carry beer and wine. **AG agreed to obtain price estimates for increases to the Co-op's general liability and directors and officers insurance.** The Board gave feedback on L-6.2 and stated that they would like the insurance needs to be resolved before the Co-op is scheduled to begin its beer and wine sales, so sales are not delayed. **AG planned to send the Board clarification on L-6.2 as related to training and**

**procedures and to then update the Monitoring Report-L.6 for L-6.2 and for the increased insurance coverages.**

**Audit Plan—Call with Aronson:** Mark Phillips of Aronson shared that they carried out internal control testing at the Co-op in September; and, that they plan to return on Oct. 6 to perform 90% more of their audit. The representative confirmed that Aronson will furnish the Board with documentation re: their findings and meet with them at the completion of their audit.

**Finance Policy and Reporting Requirements:** The Board thanked the Finance Manager (FM), YG, for producing the meeting’s financial statements and encouraged the Finance Department to observe the memo that accompanies L-4 (Financial Conditions and Activities Policy), which requests comparative monthly, quarterly and ten-year trends in addition to annual, monthly, and quarterly reports. In response to the Board, the FM explained that due to the needed auditing adjustments and journal entry changes, the net income for 2015 is not yet finalized.

**FAC entire Board vs. a separate Committee:** The Board took a straw poll and talked about the subject of keeping the entire Board as the Audit and Finance Committee versus allowing it to be a separate and not necessarily full Board committee. **DZ, AF, RA, TW, and AG planned to create a proposal for the October Board meeting on how to best bring more financial information to the Board, while ensuring that the Board is receiving the adequate financial statements that it needs.**

**Policy Committee: G7, G8, Boycott Policy: The Policy Committee (PC) presented revisions for Policy G7 and requested that those requesting further changes send them to the PC.** AF shared that the Policy Committee (PC) discussed revising the Boycott Policy and decided their considerations should be presented to the Board. RA stated that the Co-op’s consultant, Ben Sandel, gave the advice that the Co-op may not want to have a boycott policy and that the Co-op’s attorney, Phil Zippin, advised that there is little to no risk to the Co-op if it had a policy and then withdraws it. AF summarized the three options that the PC discussed for the Co-op in terms of approaching the Co-op’s Boycott Policy: 1) having a policy that allows for a member-initiated vote 2) having a policy that provides just an education initiative 3) having a policy that relays that there is no boycott policy at the Co-op. The Board took a straw policy regarding the options and decided that the PC will re-evaluate the Boycott Policy and present it to the Board.

**Membership Committee:** The Board confirmed the next Member-Owners meeting for Nov. 15.

**Nominations Committee:** AF confirmed that he is monitoring the elections email and that he revised the candidate’s packet and has sent it to Co-op management.

Meeting Adjourned: 9:00pm

**BOARD ATTENDANCE TALLY:**

Term 2015:

Rep.	<u>Dec.</u>	<u>Jan.</u>	<u>Feb.</u>	<u>Mar.</u>	<u>Apr.</u>	<u>May</u>	<u>June</u>	<u>Aug.</u>	<u>Sep.</u>
Anderson	*	*	*	*	*	*	*	*	*
Frank	*	*	*	*		*	*	*	*

Fulda	*	*	*	*		*	*	*	
Hardwick	*	*		*	*	*	*	*	*
Richards	*	resigned							
Rodgers	*	*	*	*	*	*		*	*
Townsend	*	*	*	*	*	*		*	*
Whorton	*			*	*	*	*	*	*
Zuckerman	*	*	*	*	*	*		*	*

APPENDIX A

Policy Type: Governance Process  
Policy Title: G8 – Cost of Governance  
Adopted: July 2002  
Last Revised: [September 2015](#)

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. The Board will schedule a training and orientation for each new Board in or as close to January as possible to educate the new board on governance policy and the history of TPSS.
  - 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