

TPSS Board of Representatives Meeting

Date: October 23, 2015

Time and Place: 6:00pm, TP Store Community Room

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

Others Present: Abdi Guled (AG), Marilyn Berger (MB), Nadine Bloch (NB)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board approved the September 27, 2015 Open session board meeting minutes as amended; approved by consensus.
- The Board consented for the GM to pursue providing a loan of \$20,000 to East Aurora co-operative from TPSS Co-op; approved by consensus.
- The Board accepted the Monitoring Report for L-3, as submitted; accepted by consensus.
- The Board accepted the amendments to policies G4 and G8 as submitted by the Policy Committee. APPENDICIES A, B.
- The Board tabled making a decision to modify Policy G13 until the next Board meeting.
- The Board planned to approve the June Member-Owner meeting minutes by email.

Member-Owners meeting (11/15): The Board, management, and NB reviewed the agenda for the fall Member-Owners meeting. The Board will use the Takoma Fire Station community room for the venue and have one of the Co-op's vendors provide food. The group also agreed to give a summary response to a number of the requests presented at the June Member-Owners meeting.

GM Report: AG highlighted his request that the Co-op provide the support of a \$20K loan to a start-up co-op, East Aurora Co-op. AG shared how the GMs voted unanimously to loan East Aurora Co-op funds at the August NCG meeting. The Board discussed its concerns, recognized this to be an unsecured loan, noted the Co-op's improved position as compared to previous occasions when it received requests, and observed how it suits the Co-op's mission: for example, East Aurora's success could lead to more co-ops in nearby needy areas. Management confirmed that NCG vetted this start-up request and that the loan will be for 2.5% simple interest; the Co-op's attorney, Phil Zipin, is currently reviewing the terms of the loan.

The GM shared that thus far the Co-op's wine sales have been very successful and profitable; vendors will hold in store tastings and beer sales will begin Monday, October 26. Management noted a request that the Co-op explore carrying employee-owned beer companies' products. The

GM confirmed that MAD money can be used on the Co-op's beer and wine. Management relayed that the Co-op pursued raising its liability insurance, but learned that the Co-op's current insurer will only cover up to \$2 million in combined categories. Management ensured that the Co-op has this coverage. Management conveyed that they are pursuing a supplemental policy for the beer and wine sales.

Annual Report and Audit Update: Management confirmed that the Annual Report will be out this week; the included numbers are nearly final but unaudited. Management also confirmed that the auditors from Aronson have completed their work and are just finishing their internal review. RH planned to invite the auditors to the November Board meeting.

Financials: Board representatives asked three questions on the financial statements; management agreed to obtain a response by the next meeting. They included: 1) a question on the \$12K in member terminations; 2) a request for more explanatory information on the three years of negative member equity that is shown; and 3) a question re: why the last three years show a comparative net income drop of approximately \$40K.

Finance Reporting: DZ gave the feedback that he appreciates receiving these requested financial reports and that the financials are beginning to take on a standardized form. Having sent the latest financial statements to Mr. Sandel, the Board determined the next step was to contact Mr. Sandel for more direction on what the Board should continue to ask for in regards to the Co-op's financial statements/reports.

Policies G7, G9, G4 and G13: AF reported on the Policy Committee's (PC) proposed policy revisions. The PC recommended that policy G4 be updated to set the goal of posting the Board meeting agenda seven days in advance of the meeting both at the store and on the Co-op's website. The Board understood this as a goal to work towards. AF also explained that the PC revised policy G8 to include education for the Board on the consensus process.

AF further relayed that since the last Board meeting, the Board representatives who volunteered to review policy G13 met but did not arrive at a consensus and instead completed several proposals. AF shared three proposals for a revised policy G13: 1) an educational boycott policy, which allows a member to provide information about an external product boycott to management and gives management the discretion to determine what information will be posted about it; 2) a voting boycott policy that is similar to the Co-op's current boycott policy but allows for online voting, designates signature solicitation space on TPSS property, has some language changes, and introduces a new requirement—50% of the Co-op's members who have made a purchase in the present or previous year—must cast a ballot for a valid election to occur; and 3) an educational/voting boycott policy, which combines the boycott policies just listed (1 & 2) and allows the member to choose the method they want to pursue—requesting displayed information or pursuing meeting the requirements for a vote.

Update--Nominations Election work: The Board planned to invite nominees to the November Board meeting. BR, RH, LF, and DZ will create a Board orientation piece, and the Board will find a date for a new Board representative orientation and dinner.

Meeting Adjourned: 8:55pm

BOARD ATTENDANCE TALLY:

Term 2015:

Rep. Dec. Jan. Feb. Mar. Apr. May June Aug. Sep. Oct.

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

Policy Type: Governance Process
Policy Title: G4 – Board Meetings
Adopted: April 2004
Last Revised: [October 2015](#)

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 at least 7 days in advance. In addition, a proposed agenda shall also be posted at least 7 days in advance of the meeting.

All posting shall be both in store and on the TPSS website.

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 members. 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.

Policy Type: Governance Process
Policy Title: G8 – Cost of Governance
Adopted: July 2002
Last Revised: [October 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, the history of TPSS and the consensus process.

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