

TPSS Board of Representatives Meeting

Date: December 20, 2015

Time and Place: 7:00pm, TPSS Community Room

Present: Rachel Hardwick (RH), Robert Anderson (RA), Adam Frank (AF), Emily Townsend (ET), Melissa Schweisguth (MS), Katie Parker (KP), Patrick Brown (PB)

Absent: LuLu Fulda (LF), David Zuckerman (DZ)

Others present: Abdi Guled (AG), Marilyn Berger (MB), Yodit Gebremeskel (YG), Phil Zipin (PZ)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board approved the November 22, 2015 Board meeting minutes as submitted; approved by consensus.
- The Board accepted the revised monitoring report for Policy L-6 as submitted in December; approved by consensus.
- The Board approved the renewal of the Co-op's wiki subscription for the period of a year.
- The Board resolved to reorganize the Finance and Audit Committee such that it would not require all Board representatives to be members; approved by consensus.
- By consensus the Board approved the appointment of the following slate of Board committee chairs and/or representatives: FAC, AF; Nominations Committee, RH; Membership Committee, LF; Policy Committee, DZ; Personnel Committee, RH; Expansion Team Board representative, RA.
- The Board resolved to allocate all net savings to the reserves for the expansion for the fiscal year 2015; approved by consensus.

GM Report: The GM summarized the report and Board representatives discussed how members and customer's paper and online comments are handled by the Co-op.

Phil Zipin Attorney for the Co-op: PZ reviewed Board representatives' duties, examples of conflicts of interest, indemnification; and duties regarding confidentiality, both while and after serving on the Board. He highlighted how the Board's primary duties are providing fiduciary oversight and managing the GM.

New Board topics: 2016 Calendar dates, Code of Ethics form, IRS forms, CGIN, wiki renewal: The Board planned to complete the Code of Ethics Acknowledgement and Conflict of Interest Disclosure Form reviewed the 2016 calendar dates, and agreed to renew the wiki. Management planned to update the CGN list.

Policies: G5, G7, and limits (L-4): The Board tabled the approval of G7 with the plan to receive further feedback. The Policy Committee agreed to re-send the three proposed versions of revisions to policy G13.

The Board discussed the CDS consultant, Ben Sandel’s input regarding putting into policy any limitations on the GM’s spending. Board representatives shared the direction they received to review whether the Board should include a reporting requirement for the GM for non-routine, larger spending amounts.

Finance and Audit Committee, a separate Committee: The Board reviewed the advantages and disadvantages of changing the current Finance and Audit Committee to allow it to be a committee that does not require the participation of the full board. The Board envisioned a FAC with only a subset of board representatives that could address finance questions earlier in the month, more thoroughly.

Committee Assignments: The Board discussed the board committees’ tasks for the next meeting. Board representative joined the following committees/teams, with the following designated Chairs:

- Finance and Audit Committee: AF Chair, MS, RA, DZ
- Nominations Committee: RH, Chair; KP
- Membership Committee: LF, Chair; PB, MS
- Policy Committee: DZ, Chair; ET, KP, and AF
- Personnel Committee: RH, Chair; RA, PB
- Expansion Team Board representative: RA

Meeting adjourned: 9:30pm

Term 2016:

<u>Rep.</u>	<u>Dec.</u>
Anderson	*
Brown	*
Frank	*
Fulda	
Hardwick	*
Parker	*
Schweisguth	*
Townsend	*
Zuckerman	