

TPSS Board of Representatives Meeting

Date: March 20, 2016

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

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

Others present: Marilyn Berger (MB), Dr. Nazirahk Amen (NA), A. Amen (AA)

Minutes submitted by: Solveig Mortensen (SM)

RESOLUTIONS:

- The Board approved the February 1, 2016 Open Session meeting minutes as submitted.
- The Board accepted the GM Monitoring Report, L-7.
- The Ends and Indicators GM Monitoring Review was not accepted; the Board requested that it be resubmitted by the May Board meeting.
- The Board approved the modifications to policies G.1 and G.11 as submitted by the Policy Committee. (APPENDIX A).
- The Board agreed to extend the Board's Co-op wiki through April 2016.

Open Member Forum: NA read a statement about the business Purple Mountain Organics (PMO), for which he is co-founder. NA spoke about Purple Mountain Organics' relationship with the Co-op, and the Board conveyed that they do not get involved in operational decisions.

GM Report: Board and management discussed the status of a deposit taking ATM from Interior Federal Credit Union (IFCU) in the store. Management explained that IFCU came to the Co-op a year ago, confirmed their interest in collaborating with the Co-op to allow Co-op members to join IFCU, and took measurements for an ATM. The Board plans to review the written agreement between the Co-op and IFCU for service expectations.

Management relayed what the Co-op is seeking in a candidate for the Outreach Coordinator position.

Management also shared how the Co-op changed the format of the suggestion form to include A short survey that gauge customer satisfaction in various areas, allowing for ongoing collection of this information.

Policies G, G-1, G-10, G-11: The Board noted that modifications to policies G.1 and G.11 and set a deadline to complete a GM evaluation, as required by policy G-10, by the April Board meeting. The Membership and Policy Committees discussed a plan for the Membership Committee to review and streamline the Membership Committee Policies (MC-1 to MC-8) and forward them to the Policy Committee.

Committee Updates: LF noted that all Membership Committee meetings have been added to the calendar and reported that she sent the Board her report and the Membership Committee minutes and agendas. LF shared that the Co-op/Board will have a table at the Green Fest on April 30. LF reported that the Spring Member-Owners meeting will happen on June 5th; Board and management agreed to hold this event in the municipal parking lot and to highlight that it is the Co-op's 35th anniversary.

Meeting adjourned 7:45pm

Term 2016:

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

(ex=excused)

APPENDIX A:

Policy Type: Governance Process
Policy Title: G1 – Governance Style
Adopted: July 2002
Last Revised: [March 2016](#)

The Board will govern in a way that (1) emphasizes future vision (more than past or present), (2) emphasizes initiative and strategic leadership (not operational detail), (3) provides clear distinctions between Board and management roles, and (4) deliberates in many voices but governs in one voice. Accordingly:

- G1.1 The Board will direct the organization through careful establishment of written policies reflecting the Board's values about ends to be achieved and means to be avoided, with a focus on intended long-term effects.
- G1.2 The Board will cultivate a sense of group responsibility for excellence in governing, enforcing upon itself whatever discipline is needed in matters such as attendance, preparation, policy-making principles, and respect of roles. The Board will allow no representative or committee to hinder or be an excuse for not fulfilling Board commitments or following Board policy.
- G1.3 The Board will monitor and discuss the Board's process and performance regularly, including comparisons of actual Board activity and discipline to written Board policies on Governance Process and Board-General Manager Linkage.
 - G1.3.1 All policies under Governance Process and Board-General Manager Linkage should be reviewed annually. Policies will be chosen for review on an on-going basis, such that all policies are reviewed by the end of each fiscal year. Evaluation of Board activities relating to member/owner linkage will be a part of this cycle as well.
 - G1.3.2 Responsibility for preparing and presenting the above brief monitoring reports will rotate among all Board members, or be assigned in accordance with written Board policy.

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

Policy Type: Governance Process
Policy Title: G11 – Media Policy
Adopted: [March 2016](#)

TPSS Co-op is committed to conducting meetings that are open to its member-owners, except in those cases (e.g., personnel and legal matters) where confidentiality requires operating in closed session. Members of the press, even if they are not TPSS member-owners, are welcome to attend TPSS Board and Committee meetings. However, while TPSS is a community-owned business with thousands of member-owners, it is still a business. To permit access to the press, while creating an atmosphere that allows for an open and frank discussion of views regarding business issues, TPSS Co-op has adopted the following media policy to balance these competing needs:

G11-1: Members of the press are welcome to attend open sessions of TPSS Co-op Board of Representatives or TPSS Committee meetings. Prior to all such meetings, the facilitator of the meeting will ask all members of the press to identify themselves before officially starting the meeting. Members of the press should also identify themselves to the facilitator as soon as they arrive at the meeting.

G11-2: The use of video or audio recording devices is not permitted. However, reporters are welcome to take notes and report on actions taken. Photography is allowed.

G11-3: A reporter may quote an attendee, committee member, or Board representative at a TPSS Co-op meeting if and only if the reporter gets the express written consent of the person quoted.

G11-4: Audit and Finance Committee meetings are closed to media unless permission is granted by the Audit and Finance Committee Chairperson.